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*Attorneys for GACP II, L.P.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- x Hearing Date: December 20, 2018 at 10:00 am (ET)  
: Objection Date: December 17, 2018 at 4:00 pm (ET)  
In re: :  
: Chapter 11  
SEARS HOLDING CORPORATION, *et al.*, :  
: Case No. 18-23538-RDD  
Debtors.<sup>1</sup> : (Jointly Administered)  
----- x

**NOTICE OF FILING OF REVISED PROPOSED ORDER IN CONNECTION WITH,  
AND DECLARATIONS IN SUPPORT OF, APPLICATION OF GA CAPITAL FOR  
ALLOWANCE AND PAYMENT OF FEES AND EXPENSES PURSUANT TO  
BANKRUPTCY CODE SECTIONS 503(b)(3)(D) AND 503(b)(4)**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**PLEASE TAKE NOTICE THAT** on December 9, 2018, GACP II, L.P. (“GA Capital”) filed the *Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Section 503(b)(3)(D) and 503(b)(4)* [Docket No. 1102] (the “Application”), as well as the *Motion of GA Capital for Order Shortening Notice Period with Respect to Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Section 503(b)(3)(D) and 503(b)(4)* [Docket No. 1103] (the “Motion to Shorten”).

**PLEASE TAKE FURTHER NOTICE THAT** annexed hereto as **Exhibit A** is the *Supplemental Declaration of Robert Louzan in Support of Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Section 503(b)(3)(D) and 503(b)(4)* (the “Supplemental Louzan Declaration”).

**PLEASE TAKE FURTHER NOTICE THAT** annexed hereto as **Exhibit B** is the *Declaration of Leslie A. Plaskon in Support of Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Section 503(b)(3)(D) and 503(b)(4)* (the “Plaskon Declaration”).

**PLEASE TAKE FURTHER NOTICE THAT** annexed hereto as **Exhibit C** is a revised proposed order granting the relief requested in the Application (the “Revised Proposed Order”).

**PLEASE TAKE FURTHER NOTICE THAT** annexed hereto as **Exhibit D** is a redline of the Revised Proposed Order, marked against the version filed with the Application.

**PLEASE TAKE FURTHER NOTICE THAT** the Motion to Shorten and the Application will be heard by the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 118, 300

Quarropas Street, White Plains, New York, 10601-4140 (the “Bankruptcy Court”), on **December 20, 2018 at 10:00 a.m. (Prevailing Eastern Time)** (the “Hearing”), or as soon thereafter as the Court determines.

*[Remainder of page intentionally left blank.]*

Dated: December 12, 2018  
New York, New York

/s/ Andrew V. Tenzer

PAUL HASTINGS LLP  
Andrew V. Tenzer, Esq.  
Leslie A. Plaskon, Esq.  
Shlomo Maza, Esq.  
200 Park Avenue  
New York, New York 10166  
Telephone: (212) 318-6000  
andrewtenzer@paulastings.com  
leslieplaskon@paulhastings.com  
shlomomaza@paulhastings.com

*Counsel to GACP II, L.P.*

**EXHIBIT A**  
**Supplemental Louzan Declaration**

Andrew V. Tenzer, Esq.  
Leslie A. Plaskon, Esq.  
Shlomo Maza, Esq.  
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Tel: (212) 318-6000  
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*Attorneys for GACP II, L.P.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
:  
In re: :  
:  
: Chapter 11  
SEARS HOLDING CORPORATION, *et al.*, :  
:  
: Case No. 18-23538-RDD  
Debtors.<sup>1</sup> : (Jointly Administered)  
----- X

**SUPPLEMENTAL DECLARATION OF ROBERT LOUZAN IN SUPPORT OF  
APPLICATION OF GA CAPITAL FOR ALLOWANCE AND PAYMENT OF FEES  
AND EXPENSES PURSUANT TO BANKRUPTCY CODE SECTIONS 503(b)(3)(D)  
AND 503(b)(4)**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Pursuant to 28 U.S.C. § 1746, I, Robert Louzan, declare as follows:

1. All of the facts set forth herein are based on my personal knowledge and, if called upon to testify to the contents of this declaration, I could and would do so.

2. I am a managing director of Great American Capital Partners, L.P., located at 11100 Santa Monica Boulevard, Suite 800, Los Angeles, California, 90025.

3. I submit this declaration in support of the *Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Sections 503(b)(3)(D) and 503(b)(4)* (the “Application”).<sup>2</sup>

4. Attached as **Exhibit 1** to this declaration is a true and correct copy of GA Capital’s expenses (other than the fees and expenses owed to Paul Hastings and Province) incurred in connection with the GA Capital DIP.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 12, 2018

/s/ Robert Louzan

Robert Louzan

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Application.

**Exhibit 1**

ALL EXPENSES MUST BE SUBMITTED CORRECTLY WITHIN 60 DAYS TO BE REIMBURSED.		
Type (Examples)	Description (Examples)	
Travel	Air, Car, Taxi, Hotel, Parking	
Meals & Entertainment	Breakfast, Lunch, Dinner, Business Meals, Tips,	
Telephone	Hotel, Payphone, Cellphone, Long distance	
Conferences	Employee development	
Supplies	Ink Cartridges	
Postage/Shipping	Fed Ex	
Miscellaneous		

Manager Approval (required)

Employee Signature (required)

**EXHIBIT B**  
**Plaskon Declaration**

Andrew V. Tenzer, Esq.  
Leslie A. Plaskon, Esq.  
Shlomo Maza, Esq.  
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200 Park Avenue  
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andrewtenzer@paulastings.com  
leslieplaskon@paulhastings.com  
shlomomaza@paulhastings.com

*Attorneys for GACP II, L.P.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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:  
In re: :  
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: Chapter 11  
SEARS HOLDING CORPORATION, *et al.*, :  
:  
: Case No. 18-23538-RDD  
Debtors.<sup>1</sup> : (Jointly Administered)  
----- X

**DECLARATION OF LESLIE A. PLASKON IN SUPPORT OF APPLICATION OF  
GA CAPITAL FOR ALLOWANCE AND PAYMENT OF FEES AND EXPENSES  
PURSUANT TO BANKRUPTCY CODE SECTIONS 503(b)(3)(D) AND 503(b)(4)**

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Pursuant to 28 U.S.C. § 1746, I, Leslie A. Plaskon, declare as follows:

1. All of the facts set forth herein are based on my personal knowledge and, if called upon to testify to the contents of this declaration, I could and would do so.

2. I am a partner with the law firm of Paul Hastings LLP, counsel for GACP II, L.P. (“GA Capital”), and practice out of the firm’s office located at 200 Park Avenue, New York, New York, 10166. I have been duly admitted to practice in the State of New York.

3. I submit this declaration in support of the *Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Sections 503(b)(3)(D) and 503(b)(4)* (the “Application”).<sup>2</sup>

4. The Application seeks, among other things, allowance and payment of Paul Hastings’ fees and expenses totaling \$1,817,266.28 through November 29, 2018. The Application reserved the right to supplement this total.

5. Attached as **Exhibit 1** hereto are true and correct copies (edited for privilege and confidentiality) of Paul Hastings’ invoices through December 11, 2018, totaling \$1,979,287.21 in fees and expenses incurred in connection with the proposal, negotiation, finalization, and documentation of the GA Capital DIP and in connection with the Application.

6. In representing GA Capital, Paul Hastings maintained detailed records of the time expended, and services provided, by its professionals and paraprofessionals. These time records were generated by the person who rendered the services provided, and were generated in the ordinary course of Paul Hastings’ practices. Paul Hastings also maintained detailed records of expenses incurred in connection with its services. I believe that Paul Hastings’ time records and itemization of expenses provide sufficient information for the Court to determine that the hourly

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Application.

rates and numbers of hours worked were reasonable, and that the services provided were the services a reasonable professional would have provided under the circumstances.

7. With respect to the information required to be disclosed pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Application includes a detailed statement of the services rendered, time expended, and expenses incurred by Paul Hastings on behalf of GA Capital. Neither Paul Hastings nor GA Capital has received any payments, or been promised payment, of the fees and expenses requested in the Application. No agreement or understanding exists between Paul Hasting and GA Capital and any other entity for the sharing of the fees and expenses requested in the Application.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 12, 2018  
New York, New York

/s/ Leslie A. Plaskon  
Leslie A. Plaskon

**Exhibit 1**  
**Paul Hastings Invoices**

**PAUL  
HASTINGS**

**PAUL HASTINGS LLP**  
200 Park Avenue, New York, NY 10166-3205  
t: +1.212.318.6000 | f: +1.212.319.4090 | [www.paulhastings.com](http://www.paulhastings.com)

GA Capital  
2nd Floor  
101 Merritt 7  
Norwalk, CT 06851

December 11, 2018

Please Refer to  
Invoice Number: 2177868

Attn: Robert Louzan

PH LLP Tax ID No. 95-2209675

---

### SUMMARY SHEET

#### Sears

PH LLP Client/Matter # 90029-00025  
Leslie A. Plaskon

Legal fees for professional services  
for the period ending December 11, 2018

\$1,965,357.50

Costs incurred and advanced

13,929.71

**Current Fees and Costs Due**

**\$1,979,287.21**

**Total Balance Due - Due Upon Receipt**

**\$1,979,287.21**

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**We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:**

*Please note the wiring instructions provided below. If the Firm's wiring instructions change, the change will be reflected on the invoice(s) issued at the time of the change as well as subsequent invoices. In the event you receive a request to change wiring instructions from the Firm, other than noted on an invoice, please contact Teri Goffredo @ 213-683-5045 or via email @ [terigoffredo@paulhastings.com](mailto:terigoffredo@paulhastings.com) and request verbal and email confirmation to ensure the request is legitimate. Please also note the Firm will not advise you of such changes via email.*

#### **Wiring and ACH Instructions:**

Citibank  
ABA # 322271724  
SWIFT Address: CITIUS33  
787 W. 5th Street  
Los Angeles, CA 90071  
Account Number: 206628380  
Account Name: Paul Hastings LLP

#### **Remittance Address:**

Paul Hastings LLP  
Lockbox 4803  
PO Box 894803  
Los Angeles, CA 90189-4803

*For wires, please reference the invoice, client and matter number(s) being paid  
For ACH payments, please use the CTX format and/or send any remittances to [cashepn@paulhastings.com](mailto:cashepn@paulhastings.com). This is a no-reply mailbox  
Please refer all questions to [billing@paulhastings.com](mailto:billing@paulhastings.com)*

**PAUL  
HASTINGS**

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GA Capital  
2nd Floor  
101 Merritt 7  
Norwalk, CT 06851

December 11, 2018

Please Refer to  
Invoice Number: 2177868

Attn: Robert Louzan

PH LLP Tax ID No. 95-2209675

---

**REMITTANCE COPY**

**Sears**

PH LLP Client/Matter # 90029-00025  
Leslie A. Plaskon

Legal fees for professional services for the period ending December 11, 2018	\$1,965,357.50
Costs incurred and advanced	13,929.71
<b>Current Fees and Costs Due</b>	<b>\$1,979,287.21</b>
<b>Total Balance Due - Due Upon Receipt</b>	<b>\$1,979,287.21</b>

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Please refer all questions to [billing@paulhastings.com](mailto:billing@paulhastings.com)*

**PAUL  
HASTINGS**

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GA Capital  
2nd Floor  
101 Merritt 7  
Norwalk, CT 06851

December 11, 2018

Please Refer to  
Invoice Number: 2177868

Attn: Robert Louzan

PH LLP Tax ID No. 95-2209675

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FOR PROFESSIONAL SERVICES RENDERED  
for the period ending December 11, 2018

**Sears** **\$1,965,357.50**

<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/16/2018	Andrew V. Tenzer	Call with R. Louzan and review term sheet regarding DIP structure	1.30	1,625.00
10/17/2018	Andrew V. Tenzer	Review of DIP docs, DIP motion, etc.; call with R. Louzan regarding same	0.80	1,000.00
10/18/2018	Andrew V. Tenzer	Review pleadings and term sheet; calls with L. Plaskon, GA, and counsel to BofA and Wells regarding deal structure; correspondence with S. Maza regarding scheduling	2.00	2,500.00
10/18/2018	Leslie A. Plaskon	Call with R. Louzan regarding possible DIP financing; review existing terms and structure	1.80	2,430.00
10/21/2018	Andrew V. Tenzer	Review issues related to adequate protection	1.20	1,500.00
10/22/2018	Andrew V. Tenzer	Revise draft DIP term sheet; correspondence with L. Plaskon and client regarding provisions of Junior DIP term sheet	4.80	6,000.00
10/22/2018	Leslie A. Plaskon	Calls with R. Louzan regarding DIP structure; review documents and existing term sheets	2.30	3,105.00
10/22/2018	Shlomo Maza	Review DIP motion and junior DIP term sheet	1.30	1,150.50

GA Capital  
90029-00025  
Invoice No. 2177868

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/22/2018	Winnie Wu	Review DIP objections by lenders for S. Maza	2.70	472.50
10/23/2018	Leslie A. Plaskon	Calls regarding potential DIP financing; review existing documents	1.80	2,430.00
10/23/2018	Shlomo Maza	Review Junior DIP Term sheet, interim DIP order, and first day declaration in connection with junior DIP facility	2.10	1,858.50
10/24/2018	Jocelyn Kuo	Prepare notice of appearance; review docket for adjourned hearing regarding junior financing	0.80	344.00
10/24/2018	Leslie A. Plaskon	Review structure of junior DIP and term sheet	0.80	1,080.00
10/24/2018	Shlomo Maza	Conference with A. Tenzer regarding DIP; call with Weil regarding Junior DIP scheduling; email GACP, L. Plaskon, A. Tenzer regarding same; review Sixth Amendment to credit agreement	2.10	1,858.50
10/25/2018	Andrew V. Tenzer	Call with PH and GA teams regarding DIP financing	0.70	875.00
10/25/2018	Jocelyn Kuo	Electronically file with the court notice of appearance; electronically service notice of appearance; coordinate with R. Lupo hard copy service of notice of appearance	0.90	387.00
10/25/2018	Jocelyn Kuo	Research case outcome of competitive/alternative financing for S. Maza	1.20	516.00
10/25/2018	Leslie A. Plaskon	Calls with GA Capital regarding DIP financing; address structure issues	1.30	1,755.00
10/25/2018	Shlomo Maza	Reply to emails from L. Plaskon regarding DIP, Sears BOD and case milestones and DIP motion scheduling; review and finalize Notice of Appearance for filing; confer with L. Plaskon in advance of lender call; research regarding alternative DIP; review Sixth Amended credit agreement; prepare email to A. Tenzer regarding same; reply to email from A. Tenzer regarding DIP schedule; call with lenders, L. Plaskon, and A. Tenzer	4.40	3,894.00

GA Capital  
90029-00025  
Invoice No. 2177868

Page 3

<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/26/2018	Andrew V. Tenzer	Calls and correspondence with GA Capital, L. Plaskon, GA, Lazard and Weil regarding path forward and NDA; mark up NDA regarding same	2.00	2,500.00
10/26/2018	Leslie A. Plaskon	Calls with GA regarding DIP; calls with Lazard and Weil; review non-disclosure agreement	1.30	1,755.00
10/26/2018	Shlomo Maza	Call with GAC, L. Plaskon, and A. Tenzer regarding DIP issues	0.60	531.00
10/29/2018	Andrew V. Tenzer	Discuss status with L. Plaskon; call with PH and Weil teams regarding NDA	0.30	375.00
10/29/2018	Leslie A. Plaskon	Mark-up non-disclosure agreement; call with Weil regarding same; calls with GA regarding DIP structure	0.80	1,080.00
10/29/2018	Shlomo Maza	Revise NDA regarding permitted entities; further revise same to incorporate L. Plaskon comments; call with S. Husley (Weil), L. Plaskon, and A. Tenzer regarding NDA	0.60	531.00
10/30/2018	Andrew V. Tenzer	Correspondence regarding NDA and review	1.50	1,875.00
10/30/2018	Leslie A. Plaskon	Work on DIP financing; calls with Lazard regarding NDA process and NDA terms; emails with Weil regarding same	1.30	1,755.00
10/30/2018	Shlomo Maza	Call with L. Plaskon regarding NDA; revise same regarding Permitted Entities list and to incorporate A. Tenzer comments; email Weil regarding same; further email to Weil regarding same	1.40	1,239.00
10/30/2018	Winnie Wu	Draft and file certificate of service	0.90	157.50

GA Capital  
90029-00025  
Invoice No. 2177868

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/31/2018	Shlomo Maza	Prepare for meeting with A. Tenzer regarding Sears junior DIP; email A. Tenzer regarding junior DIP hearing; email D. Cash and L. Plaskon regarding ABL DIP credit agreement; prepare emails to lender group regarding NDA; call with de Gosztanyi regarding DIP group and NDAs; follow up emails with de Gosztanyi regarding same; email L. Plaskon regarding same; further email L. Plaskon regarding NDA emails; call with L. Plaskon regarding same; review email from D. de Gosztanyi (Lazard) regarding status of clearing lender group; finalize emails to lender group regarding NDAs	4.80	4,248.00
11/01/2018	Andrew V. Tenzer	Correspondence with S. Maza, L. Plaskon and debtor professionals regarding NDAs	1.50	1,875.00
11/01/2018	Jocelyn Kuo	Correspond with S. Maza regarding GA Partners NDA	0.20	86.00
11/01/2018	Leslie A. Plaskon	Work on non-disclosure agreements and various telephone conferences regarding DIP financing terms; review ABL DIP terms, order and structure	2.80	3,780.00
11/01/2018	Shlomo Maza	Call with S. Hulsey (Weil) regarding NDAs; email L. Plaskon regarding same; further call with Weil regarding junior DIP timing issues; email Weil regarding executed NDA; email L. Plaskon and A. Tenzer and GAC regarding junior DIP timing issues; review edits to NDA from FPA; email Weil regarding same	6.60	5,841.00
11/02/2018	Leslie A. Plaskon	DIP financing calls and emails regarding NDA, preparation of term sheet; review structure and priority issues	2.30	3,105.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/02/2018	Shlomo Maza	Review notice of hearing regarding Junior DIP and reply to email from A. Tenzer regarding same; reply to email from R. Louzan regarding collateral question for DIP and priority issues; review email from BlackRock/TCP regarding NDA; call with BlackRock regarding same; email L. Plaskon regarding same; email Weil and Lazard regarding same; review bidding procedures motion; email A. Tenzer regarding same	3.10	2,743.50
11/03/2018	Leslie A. Plaskon	Work on proposals; review DIP order regarding priority and collateral issues	1.80	2,430.00
11/04/2018	Andrew V. Tenzer	Work with L. Plaskon, C. Ross, S. Maza and others to draft term sheet for junior DIP; call with client regarding same; call with L. Plaskon regarding same	5.80	7,250.00
11/04/2018	Christopher G. Ross	Review term sheets and background materials and discuss with A. Tenzer and L. Plaskon; preparation of term sheets	6.20	6,820.00
11/04/2018	Leslie A. Plaskon	Work on DIP term sheets; review pleadings filed and diligence regarding unencumbered assets and collateral, sale process, milestones and wind-down issues; calls with Client regarding the same	8.30	11,205.00
11/04/2018	Shlomo Maza	Reply to emails from L. Plaskon regarding term sheet from company; reply to email from L. Plaskon regarding collateral terms; call with C. Ross regarding same; call with L. Plaskon, A. Tenzer, C. Ross, GAC regarding term sheet; email A. Tenzer regarding term sheet in connection with same; call with A. Tenzer regarding collateral package and adequate protection; prepare term sheet in connection with same; call with A. Tenzer, L. Plaskon, C. Ross, and GACP regarding same; email C. Ross regarding same	3.10	2,743.50
11/05/2018	Andrew Hurley	Review DIP Motion; review DIP materials generally	1.50	1,065.00
11/05/2018	Andrew Hurley	Review and revise term sheet	6.50	4,615.00
11/05/2018	Andrew Hurley	Attention to correspondence	0.40	284.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/05/2018	Andrew V. Tenzer	Numerous calls and correspondence regarding drafting of DIP term sheet; review and revise same	2.00	2,500.00
11/05/2018	Christopher G. Ross	Discuss term sheets with R. Louzan, J. Ahn, J. Yin, M. Shields and L. Plaskon; revisions to term sheet	4.00	4,400.00
11/05/2018	Christopher G. Ross	Review term sheets and background materials and revise term sheets	4.70	5,170.00
11/05/2018	Leslie A. Plaskon	Work on DIP term sheets; numerous calls with GA regarding same; address syndication issues and questions; coordinate real estate diligence and access; calls with real estate team regarding leases, level of review and collateral issues; review employee wage motion, potential PBGC issues for wind-down	8.80	11,880.00
11/05/2018	Shlomo Maza	Call with GAC, L. Plaskon, C. Ross, A. Tenzer regarding DIP term sheets; call with A. Tenzer regarding encumbered assets in connection with same; revise 450mm DIP term sheet regarding adequate protection and prepetition debt; call with C. Ross regarding changes to same; revise term sheet in connection with comments from C. Ross and A. Tenzer; call with GAC, L. Plaskon, A. Tenzer, and C. Ross regarding priority of liens in DIP term sheets; follow up call with GAC, L. Plaskon, and C. Ross regarding same; call with L. Plaskon and C. Ross regarding same; revise 600mm term sheet; calls with C. Ross and L. Plaskon regarding same	4.90	4,336.50
11/06/2018	Andrew Hurley	Prepare defined terms to term sheet; review and revise term sheet	6.20	4,402.00
11/06/2018	Andrew V. Tenzer	Sears call with client and L. Plaskon; correspondence with S. Maza, L. Plaskon, C. Ross regarding various issues	1.00	1,250.00
11/06/2018	Christopher G. Ross	Discuss term sheets with R. Louzan, J. Ahn, J. Yin, M. Shields, S. Maza and L. Plaskon and revisions to term sheet	2.00	2,200.00
11/06/2018	Derek D. Cash	Research question regarding carve-out for S. Maza	0.40	258.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/06/2018	Leslie A. Plaskon	Work on DIP financing; review of ESL term sheet and ABL interim order regarding collateral priority and AP rights; numerous calls with GA, Lazard and Weil regarding structure and terms	3.80	5,130.00
11/06/2018	Shlomo Maza	Revise 450 mm term sheet regarding unencumbered assets; email A. Tenzer regarding same; reply to emails from L. Plaskon regarding credit agreement; call with A. Hurley regarding same; email L. Plaskon regarding 450mm term sheet and unencumbered assets treatment; call with C. Ross regarding same; revise term sheet; email L. Plaskon regarding options for treatment of same; prepare email to client regarding same; revise same to incorporate L. Plaskon comments; reply to email from L. Plaskon regarding carve-out	2.70	2,389.50
11/07/2018	Andrew Hurley	Teleconference with client regarding term sheet	0.50	355.00
11/07/2018	Andrew Hurley	Teleconference with client regarding term sheet	1.00	710.00
11/07/2018	Andrew V. Tenzer	Review comments on term sheet and send issues list; calls and correspondence with L. Plaskon, client regarding revised term sheet; discuss DIP order with M. Comerford; review and discuss revised security language with S. Maza; calls with individual lenders regarding 350M structure	3.80	4,750.00
11/07/2018	Christopher G. Ross	Discuss transaction with J. Ahn, M. Shields, J. Yin, R. Louzan, M. Comerford, L. Plaskon, A. Tenzer and S. Maza	2.70	2,970.00
11/07/2018	Christopher G. Ross	Review term sheets	4.00	4,400.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/07/2018	Leslie A. Plaskon	Review mark-up regarding term sheet; numerous calls with GA Capital and real estate team; emails regarding same with deal team; review Sears Home Improvement LOI (unencumbered collateral) and Parts Direct status; coordinate collateral diligence with client and real estate team; analyze bankruptcy lease issues regarding same	5.80	7,830.00
11/07/2018	Michael E. Comerford	Review DIP term sheet; participate in call regarding same ; calls with S. Maza regarding DIP term sheet and capital structure; calls with C. Ross regarding same; review existing interim DIP order; review related motion and exhibits regarding background and lien structure	6.80	8,160.00
11/07/2018	Shlomo Maza	Review email from J. Ahn (GAC) regarding term sheet issues list; reply to email from A. Tenzer regarding same; exchange emails with A. Tenzer regarding priority; review Weil markup of term sheet; reply to email from L. Plaskon regarding interim DIP order structure; further revise term sheet regarding FILO priority	2.00	1,770.00
11/07/2018	Shlomo Maza	Confer with A. Tenzer regarding 506(c) issues; reply to email from A. Tenzer regarding same; call with L. Plaskon and C. Ross regarding collateral package in connection with 450mm term sheet; email A. Tenzer regarding adequate protection and same; confer with A. Tenzer regarding same; confer with M. Comerford regarding interim DIP order; call with GAC, A. Tenzer, L. Plaskon, and C. Ross regarding term sheet; call with L. Plaskon regarding priority issues; call with M. Comerford regarding same in connection with DIP order; call with C. Ross regarding edits to term sheet; revise term sheet regarding priority issues; email A. Tenzer regarding same; call with GAC, A. Tenzer, L. Plaskon, and C. Ross regarding term sheet; email S. Hulsey (Weil) regarding interim DIP Order	3.70	3,274.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/08/2018	Andrew Hurley	Revise term sheet; review defined terms; attention to correspondence	5.00	3,550.00
11/08/2018	Andrew Hurley	Teleconference with client regarding term sheet	0.40	284.00
11/08/2018	Andrew Hurley	Attention to correspondence	1.00	710.00
11/08/2018	Andrew V. Tenzer	Numerous calls and correspondence with PH team, Weil and Lazard, GA team, ABL lenders, and individual junior DIP lenders regarding term sheets for proposed junior DIP financing	3.80	4,750.00
11/08/2018	Christopher G. Ross	Review and revise term sheet	0.70	770.00
11/08/2018	Christopher G. Ross	Review and revise defined term annex and discuss same with A. Hurley	3.10	3,410.00
11/08/2018	Christopher G. Ross	Conference calls with Skadden, Weil, Lazard, GA and L. Plaskon	4.10	4,510.00
11/08/2018	Derek D. Cash	Research regarding bankruptcy matters for S. Maza	0.60	387.00
11/08/2018	Leslie A. Plaskon	Numerous calls with Weil, GA, Lazard and Skadden regarding work on DIP term sheets; calls and emails with DIP lenders/syndicate; respond to syndicate questions regarding wind-down, real estate diligence, collateral priority and intermediate issues; review subtenant revenue issue; review and follow up with team regarding vendor credit issue	6.80	9,180.00
11/08/2018	Michael E. Comerford	Drafting interim DIP order; participate in call regarding term sheet for same; review term sheet changes	7.50	9,000.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/08/2018	Shlomo Maza	Review Weil markup to term sheet; email A. Tenzer and L. Plaskon regarding 364(d) issue regarding same; confer with A. Tenzer regarding same; email C. Ross regarding same; email A. Tenzer regarding DIP objection timing; call with GAC, L. Plaskon, A. Tenzer, C. Ross, Lazard, and Weil; call with GAC, L. Plaskon, A. Tenzer and C. Ross regarding term sheet; call with GA, PH team, and ABL DIP Agents regarding term sheet; confer with M. Comerford regarding DIP order; reply to email from L. Plaskon regarding intellectual property issues; email GAC regarding same	3.50	3,097.50
11/08/2018	Shlomo Maza	Prepare chart regarding collateral packages in various term sheet structures	0.90	796.50
11/09/2018	Andrew Hurley	Attention to correspondence	1.00	710.00
11/09/2018	Andrew Hurley	Prepare signature packet to term sheet; multiple correspondence regarding the same	0.50	355.00
11/09/2018	Andrew Hurley	Teleconference with client regarding term sheet	0.40	284.00
11/09/2018	Andrew Hurley	Teleconference with client	0.10	71.00
11/09/2018	Andrew Hurley	Teleconference with opposing counsel regarding term sheet	0.50	355.00
11/09/2018	Andrew V. Tenzer	Numerous conference calls with PH team, GA team and debtor team regarding revised term sheets; correspondence with PH team regarding Option 1 term sheet; email to S. Maza regarding security/priority section of term sheet; review pleadings	3.70	4,625.00
11/09/2018	Bradley V. Ritter	Review initial real estate due diligence materials	1.50	1,725.00
11/09/2018	Christopher G. Ross	Conference calls with Lazard, Weil, GA and L. Plaskon regarding term sheet issues	2.80	3,080.00
11/09/2018	Christopher G. Ross	Review defined term annex	1.00	1,100.00
11/09/2018	Christopher G. Ross	Review and revise term sheet	1.50	1,650.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/09/2018	Leslie A. Plaskon	Work on term sheets and diligence coordination; numerous calls regarding same with GA and syndicate; attention to diligence regarding collateral and intermediate issues with senior DIP	7.30	9,855.00
11/09/2018	Michael E. Comerford	Drafting interim DIP order; review same; participate in call regarding term sheet and loan structure	6.10	7,320.00
11/09/2018	Shlomo Maza	Reply to email from L. Plaskon regarding intellectual property collateral; reply to email from L. Plaskon regarding 300/300 collateral; call with L. Plaskon regarding same; review A. Tenzer email regarding same; revise 300/300 term sheet regarding same; call with M. Comerford regarding DIP order; review markup of 300/300 from Weil; email M. Comerford regarding same; call with GAC, Weil, and PH regarding 300/300 structure term sheet; calls with A. Tenzer regarding same; review email from A. Tenzer regarding same	2.40	2,124.00
11/10/2018	Andrew Hurley	Teleconference with lenders regarding term sheet	0.70	497.00
11/10/2018	Andrew V. Tenzer	Review and respond to issues related to GA comments and correspondence with PH and GA teams regarding same; review revised term sheet to prepare for lender call; call with proposed lender group regarding term sheet and process; call with Blue Torch and correspondence regarding same on real estate	2.50	3,125.00
11/10/2018	Bradley V. Ritter	Review due diligence memo	1.50	1,725.00
11/10/2018	Christopher G. Ross	Lender conference call	0.60	660.00
11/10/2018	Christopher G. Ross	Review and revise term sheets and email regarding same	1.10	1,210.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/10/2018	Leslie A. Plaskon	Calls on DIP term sheet with Weil, syndicate and GA; review and discuss mark-ups from Weil; address waterfall priority issues; calls regarding budget and budget timing review; revise summary of PD offer; calls regarding switch from 450 to 300/350 term sheet; coordinate diligence and review of unencumbered assets	2.30	3,105.00
11/10/2018	Michael E. Comerford	Review Sears term sheet turns from Weil and C. Ross; correspond with S. Maza regarding same	1.10	1,320.00
11/11/2018	Andrew Hurley	Prepare correspondence regarding collateral treatment under junior DIP	1.00	710.00
11/11/2018	Andrew Hurley	Teleconference with client; attention to correspondence	0.50	355.00
11/11/2018	Andrew Hurley	Review emergency motion regarding intercompany notes; research collateral treatment under junior DIP	3.50	2,485.00
11/11/2018	Andrew V. Tenzer	Review and respond to issues related to GA comments and correspondence with PH and GA teams regarding same; review revised term sheet	1.50	1,875.00
11/11/2018	Christopher G. Ross	Conference calls	0.90	990.00
11/11/2018	Christopher G. Ross	Review term sheet and email regarding same	1.10	1,210.00
11/11/2018	Leslie A. Plaskon	Review Weil term sheet mark-up; calls with GA team regarding revised term sheet; address bankruptcy/diligence questions; review draft of intercreditor term sheet and mark-up of same; review DIP ABL regarding ICA	4.80	6,480.00
11/11/2018	Michael E. Comerford	Review revised term sheet; review DIP order regarding same	1.10	1,320.00
11/11/2018	Shlomo Maza	Email A. Hurley regarding DB sale motion in connection with CDS; call with A. Hurley regarding same; review sale motion; review issues list email from C. Ross; emails with M. Comerford regarding DIP Order, ICA, and term sheet changes	1.40	1,239.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/12/2018	Andrew Hurley	Teleconference with Skadden regarding term sheet	0.60	426.00
11/12/2018	Andrew Hurley	Review and revise term sheet	0.90	639.00
11/12/2018	Andrew Hurley	Teleconference with opposing counsel regarding term sheet	0.50	355.00
11/12/2018	Andrew Hurley	Review term sheet markup	0.20	142.00
11/12/2018	Andrew Hurley	Revise term sheet	6.70	4,757.00
11/12/2018	Andrew Hurley	Teleconference with client regarding term sheet	0.30	213.00
11/12/2018	Andrew V. Tenzer	Calls and correspondence with client, debtor and lender professionals; review revised versions of term sheet and discuss with L. Plaskon and C. Ross; mark up ICA term sheet	3.80	4,750.00
11/12/2018	Bradley V. Ritter	Review and revise due diligence materials; review and revise DIP term sheet; discuss same with client; review initial due diligence materials	7.50	8,625.00
11/12/2018	Christopher G. Ross	Review term sheet and discussions regarding same	1.60	1,760.00
11/12/2018	Justin Orr	Correspond with B. Ritter regarding DIP financing; review and analyze lease abstracts	0.50	322.50
11/12/2018	Leslie A. Plaskon	Work on term sheet; continue coordination of Real Estate diligence; review capital structure/property issues; wind-down; numerous calls and emails with GA, Weil, Lazard regarding revision to term sheet; emails with lenders regarding collateral; review SRAC MTN pleadings (unencumbered assets)	8.50	11,475.00
11/12/2018	Michael E. Comerford	Review updated DIP term sheet; review draft DIP order; correspond with S. Maza regarding same; review intercreditor term sheet regarding DIP facility; correspond with S. Maza regarding same; call with Weil regarding junior DIP; call with Weil and Skadden regarding junior DIP; call with S. Maza regarding collateral issue	3.80	4,560.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/12/2018	Shlomo Maza	Call with C. Ross regarding term sheet; Review email from A. Hurley regarding sale motion and collateral; email C. Ross regarding same; email L. Plaskon regarding same; review term sheet markup from Weil; revise term sheet to address same; email C. Ross regarding same; call with A. Hurley regarding schedule to term sheet; call with Weil, Lazard, GAC, and L. Plaskon and C. Ross regarding term sheet issues; reply to email from L. Plaskon regarding same; call with Lazard, ABL DIP Agents, Weil, GAC, and PH team regarding term sheet; call with A. Hurley regarding term sheet structure and schedules; review email from A. Hurley regarding same; email L. Plaskon regarding unencumbered assets schedule; prepare same; email L. Plaskon regarding same; emails M. Comerford regarding term sheets	6.00	5,310.00
11/12/2018	Timothy Breems	Review and analyze real estate leases, title insurance policies, surveys, and ancillary documents contained in data room; prepare comments of the same	3.90	2,515.50
11/12/2018	Timothy Breems	Confer with B. Ritter, J. Orr, and GA Capital representatives to review and analyze Sears' real estate interests	1.60	1,032.00
11/12/2018	Vincent Buehler	Draft summaries of purchase agreements	3.80	3,724.00
11/13/2018	Alan W. Weakland	Conference with D. Roth, call with B. Ritter	0.30	360.00
11/13/2018	Andrew Hurley	Review insurance requirements; multiple correspondence regarding the same	0.30	213.00
11/13/2018	Andrew Hurley	Review and revise term sheet	1.00	710.00
11/13/2018	Andrew Hurley	Teleconference with client regarding term sheet	0.30	213.00
11/13/2018	Andrew Hurley	Attention to correspondence	0.80	568.00
11/13/2018	Andrew Hurley	Revise intercreditor term sheet	0.50	355.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/13/2018	Andrew V. Tenzer	Calls and correspondence with client, debtor and lender professionals; review revised versions of term sheet and discuss with L. Plaskon and C. Ross; call with lenders and email to working group regarding same	2.40	3,000.00
11/13/2018	Bradley V. Ritter	Review and organize real estate due diligence materials; reorganize items for due diligence review; create due diligence templates; begin due diligence review	6.50	7,475.00
11/13/2018	Christopher G. Ross	Review and revise term sheet and discuss same with L. Plaskon, M. Comerford, R. Louzan, J. Ahn and M. Shields	3.50	3,850.00
11/13/2018	Jocelyn Kuo	Coordinate telephonic appearance of S. Maza and A. Tenzer for November 15, 2018 hearing	0.40	172.00
11/13/2018	Justin Orr	Review and analyze diligence material and leas abstract form; correspond with T. Breems regarding diligence materials	1.10	709.50
11/13/2018	Leslie A. Plaskon	Work on DIP credit documents; coordinate Real Estate and Bankruptcy diligence; numerous calls with GA, lenders, Weil; review pleadings, motions, corporate structure, intercompany issues and non-debtors	10.30	13,905.00
11/13/2018	Michael E. Comerford	Discuss junior dip term sheet with S. Maza; draft related schedule of unencumbered property; review same; review toys dip order regarding proposed language for junior dip term sheet; correspond with L. Plaskon regarding same; draft DIP order for junior dip; review same; review related updates to term sheet for DIP	7.40	8,880.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/13/2018	Shlomo Maza	Review revised term sheet and annex; call with L. Plaskon regarding same and unencumbered schedule; confer with M. Comerford and L. Plaskon regarding same; confer with M. Comerford regarding same; prepare same; revise same to incorporate M. Comerford comments; email L. Plaskon regarding same; emails with C. Ross regarding revised term sheet; call with A. Tenzer, L. Plaskon, C. Ross, and GACP regarding term sheet issues	3.10	2,743.50
11/13/2018	Timothy Breems	Prepare lease, title, and survey abstracts covering Sears' real estate interests	2.80	1,806.00
11/13/2018	Timothy Breems	Review and analyze real estate leases, title insurance policies, surveys, and ancillary documents contained in data room; prepare comments of the same	3.30	2,128.50
11/13/2018	Timothy Breems	Confer with B. Ritter, J. Orr, and GA Capital representatives to review and analyze Sears' real estate interests	1.30	838.50
11/13/2018	Vincent Buehler	Review and edit summaries of purchase agreements	1.20	1,176.00
11/14/2018	Amy Lawrence	Review term sheet; review and revise tax provisions of credit agreement; telephone call with A. Hurley regarding same	1.80	1,764.00
11/14/2018	Andrew Hurley	Attention to correspondence	1.00	710.00
11/14/2018	Andrew Hurley	Review credit agreement; review term sheet	9.50	6,745.00
11/14/2018	Andrew V. Tenzer	Numerous calls and emails with PH, debtors, and client regarding finalization of sheet; review objections filed by UCC to various pleadings	2.60	3,250.00
11/14/2018	Bradley V. Ritter	Revise abstract forms and assign due diligence project to firm associates; discuss same with review team; conduct review with client; revise property level abstract forms	8.50	9,775.00
11/14/2018	Christopher G. Ross	Review and revise term sheet and discuss same with L. Plaskon and A. Hurley; all hands call; review credit agreement and precedent	2.90	3,190.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/14/2018	Jamie L. Tran	Review and abstract leases	3.80	2,698.00
11/14/2018	Justin Orr	Review and analyze diligence materials; prepare Hayward, CA lease abstract	2.80	1,806.00
11/14/2018	Leslie A. Plaskon	Work on loan documentation, covenant; review pleadings, term sheet; numerous calls and emails with GA Capital, Weil and lender regarding loan terms and comparison to Senior DIP	9.80	13,230.00
11/14/2018	Max Patinkin	Review background; review dropbox; preliminary review of lease materials	2.00	1,770.00
11/14/2018	Michael E. Comerford	Review draft DIP order; revise same; review revised term sheet in connection with same; participate in call regarding Junior DIP TS with Weil and L. Plaskon	8.70	10,440.00
11/14/2018	Michelle Sassounian Yadegar	Review White Plain Lease; draft lease abstract; conference with T. Breems regarding the same; review documents	3.00	2,940.00
11/14/2018	Shlomo Maza	Review email from L. Plaskon regarding divestitures; review markup of term sheet; email to L. Plaskon regarding same	0.50	442.50
11/14/2018	Theresa S. Clark	Review and analyze leases and prepare lease abstracts	0.60	531.00
11/14/2018	Timothy Breems	Confer with B. Ritter, real estate diligence team, and Sears' counsel to review and analyze Sears' real estate interest	2.90	1,870.50
11/14/2018	Timothy Breems	Review and analyze Sears' real estate interest; prepare comments and abstracts of the same	5.70	3,676.50
11/15/2018	Amy Lawrence	Review and revise tax provisions of credit agreement; telephone call with A. Hurley regarding same; review ABL provisions; email to A. Hurley regarding same	2.00	1,960.00
11/15/2018	Andrew Hurley	Draft and review credit agreement	10.00	7,100.00
11/15/2018	Andrew Hurley	Attention to correspondence	0.50	355.00
11/15/2018	Andrew V. Tenzer	Review UCC objection to ABL DIP and memo summarizing same; call with professionals regarding wind down budget	1.30	1,625.00
11/15/2018	Bradley V. Ritter	Review additional due diligence materials; revise	7.50	8,625.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/15/2018	Christopher G. Ross	Review credit agreement and precedent	6.00	6,600.00
11/15/2018	David P. Stanek	Review and analyze data room documents; review and analyze lease for Kearny, NJ; prepare lease abstract; discuss same with T. Breems; verify debtor-in-possession overview facts regarding Kearny, NJ lease	5.30	4,452.00
11/15/2018	Derek V. Roth	Telephone call with T. Breems regarding diligence; conference with M. Sassounian, M. Rutter regarding same	0.50	600.00
11/15/2018	Eliana Vivier	Attention to diligence	3.20	2,064.00
11/15/2018	Eric R. Keller	Review and revision of ERISA provisions in term sheet and credit agreement; conduct ERISA due diligence on borrower	1.80	2,205.00
11/15/2018	Felicia L. Holley	Review lease documents for 1725 Annapolis MD; prepare lease abstract	2.00	940.00
11/15/2018	Geoffrey Zee	Review leases	2.10	1,627.50
11/15/2018	Jamie L. Tran	Review and abstract leases	5.90	4,189.00
11/15/2018	Joseph Camp	Review ground lease documents	0.40	258.00
11/15/2018	Justin Orr	Review and analyze Hayward, CA and Heath, OH lease files, prepare said lease abstracts	3.30	2,128.50
11/15/2018	Leslie A. Plaskon	Work on loan documents; review employee/ERISA issues/pleadings regarding same; edit summaries of divestitures for syndicate; calls with lenders regarding same and regarding DIP terms; calls with lenders regard loan terms; conferences with client regarding M3 wind-down calls; calls regarding retention of financial for GA Capital advisor; review first day pleadings including ABL DIP objection; review email summaries regarding same	9.80	13,230.00
11/15/2018	Mark S. Rutter	Review lease	0.40	336.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/15/2018	Max Patinkin	Review lease, lease modification, and additional lease amendments for Times Square property; draft abstract; review lease, lease amendments and associated documents for Bridgehampton property; draft lease abstract; additional matters; follow up items	8.50	7,522.50
11/15/2018	Michael E. Comerford	Attend hearing regarding Sears concerning various agenda matters; review objection from UCC regarding DIP issues; correspond with E. Keller regarding employee motion in connection with DIP diligence; correspond with L. Plaskon regarding Sears hearing; review PBGC reports in connection with employee diligence; correspond with E. Keller regarding same; call with MIII and Lazard regarding carve out issues; correspond with L. Plaskon regarding same; review draft credit agreement regarding bankruptcy issues	6.60	7,920.00
11/15/2018	Michelle Sassounian Yadegar	Review leases; review abstract forms; review dataroom; review documents; draft lease abstracts; conference regarding the same	6.50	6,370.00
11/15/2018	Nancy Zambrana	Review diligence documents	1.00	645.00
11/15/2018	Robin Swartz	Reviewed leases and prepared summary	6.00	5,100.00
11/15/2018	Roxanne M. Thrapp	Review lease for Sears loan	1.30	838.50
11/15/2018	Shlomo Maza	Telephonically attend portions of 11.15.18 hearing; review UCC omnibus DIP objection; prepare email regarding same to client; revise same to incorporate comments from M. Comerford; review credit agreement regarding bankruptcy issues; reply to email from M. Comerford regarding ERISA and wage motion	3.70	3,274.50
11/15/2018	Steve Serna	Abstract space lease for Baltimore, Maryland property	3.80	3,192.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/15/2018	Theresa S. Clark	Review and analyze lease agreement and prepare lease abstract for store #7777 and 9146	2.00	1,770.00
11/15/2018	Theresa S. Clark	Review and analyze lease agreement and prepare lease abstract for store #9146	1.70	1,504.50
11/15/2018	Theresa S. Clark	Review and analyze lease agreement and prepare lease abstract for store #7777	1.00	885.00
11/15/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	5.10	3,289.50
11/15/2018	Timothy Breems	Confer with B. Ritter, real estate diligence team, and Sears' counsel to review and analyze Sears' real estate interest	2.40	1,548.00
11/15/2018	Todd J. Fieldston	Attention to due diligence on leases	3.00	2,775.00
11/15/2018	William J. Son	Exchange emails with T. Breems regarding diligence matters; review data site; review leases	2.90	2,436.00
11/16/2018	Abigail R. Siegel	Abstract ground lease for client GA Capital in connection with Sears Real Estate diligence project	1.80	1,026.00
11/16/2018	Adam D. Rose	Reviewing Credit Agreement; reviewing precedents; internal team checklist call; revising guarantee and collateral agreement; reviewing term sheet; studying structure chart.	7.20	6,048.00
11/16/2018	Allan Warner	Attention paid to lease reviews and correspondence with T. Breems	0.50	322.50
11/16/2018	Andrew Hurley	Teleconference regarding status items	0.50	355.00
11/16/2018	Andrew Hurley	Review organizational documents; prepare and review closing checklist; revise credit agreement	5.50	3,905.00
11/16/2018	Andrew Hurley	Attention to correspondence	0.50	355.00
11/16/2018	Andrew V. Tenzer	Call with PH team regarding documentation and closing checklist; correspondence and calls with Debtor professionals, lenders regarding surcharge issues and Sparrow transaction; revise draft email regarding same	2.20	2,750.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/16/2018	Ashik Shah	Review lease; prepare space lease abstract	2.00	1,290.00
11/16/2018	Bradley V. Ritter	Review and summarize additional due diligence materials	5.50	6,325.00
11/16/2018	Christopher G. Ross	Review and revise credit agreement	9.20	10,120.00
11/16/2018	David P. Stanek	Review and analyze all data room documents for Omaha, NE, St. Paul, MN, Saugus, MA, Jacksonville, FL, and Exton, PA; review and analyze Jacksonville, FL lease and all related documents; prepare lease abstract regarding same	5.30	4,452.00
11/16/2018	Eliana Vivier	Attention to diligence	9.50	6,127.50
11/16/2018	Felicia L. Holley	Review lease documents for 1725 Annapolis MD; prepare lease abstract; review lease documents for 8818 Pearl City, HI; prepare lease abstract	4.50	2,115.00
11/16/2018	Geoffrey Zee	Review leases; prepare abstracts	0.30	232.50
11/16/2018	Jamie L. Tran	Review and abstract leases	5.00	3,550.00
11/16/2018	Jennifer Garrett	Prepare lease summaries; internal emails with T. Breems regarding same	6.00	5,880.00
11/16/2018	Jill A. Ames	Review lease documents; prepare abstracts	4.00	2,360.00
11/16/2018	Leslie A. Plaskon	Work on DIP documentation, including drafting and mark-up of loan sheet and DIP order, numerous calls with GA Capital regarding loan terms and draft; calls with lender and Kramer Levine regarding credit agreement terms and issues; coordinate with real estate team due diligence items and missing leases/RE	12.30	16,605.00
11/16/2018	Mark S. Rutter	Review leases and prepare abstracts	6.70	5,628.00
11/16/2018	Max Patinkin	Diligence review.	2.00	1,770.00
11/16/2018	Michael E. Comerford	Revise summary of wind-down call for client; correspond with client regarding same ; call with internal team regarding Junior DIP and open issues; discuss issues regarding collateral with S. Maza; review corporate chart regarding same; review DIP credit agreement ; call with Weil and Lazard regarding wind-down issues ; summarize same for L. Plaskon	3.80	4,560.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/16/2018	Michelle Sassounian Yadegar	Review documents; review datasite; review leases; draft lease abstracts; revise lease abstracts to conform to new form; review spreadsheets; conference regarding the same	5.50	5,390.00
11/16/2018	Nancy Zambrana	Review diligence documents	2.00	1,290.00
11/16/2018	Robin Swartz	Prepared lease summary.	5.50	4,675.00
11/16/2018	Roxanne M. Thrapp	Review Sears leases #4448, #2829 and #2306 and prepare lease abstracts	7.80	5,031.00
11/16/2018	Shlomo Maza	Call with Weil regarding DIP order scheduling; call with A. Hurley regarding Junior DIP guarantors; email PH team regarding Org Chart; call with L. Plaskon, A. Tenzer, M. Comerford, A. Hurley regarding DIP issues; call with M. Comerford regarding DIP collateral and non-DBs; reply to email from M. Comerford regarding same; review disclosures regarding Sparrow entities and Sparrow loans; call with M. Comerford regarding same; reply to email from A. Tenzer regarding same; call with A. Hurley regarding credit agreement; email A. Tenzer and M. Comerford regarding UCC discovery issues	3.20	2,832.00
11/16/2018	Steve Serna	Prepare abstract for Baltimore Maryland property	0.60	504.00
11/16/2018	Steve Serna	Abstract Cumberland, MD space lease	4.40	3,696.00
11/16/2018	Steve Serna	Prepare Tuscaloosa, AL ground lease; review ground lease and documents ancillary to same	3.30	2,772.00
11/16/2018	Sunny E. Lee	Conference call with A Hurley regarding lien search and certified charters, review of charters and good standing certificates and index the same, and prepare diligence results for review.	3.50	1,592.50
11/16/2018	Theresa S. Clark	Review and analyze lease agreement and prepare lease abstract for store #9146	1.10	973.50
11/16/2018	Theresa S. Clark	Review and analyze lease documents for store #2215	1.00	885.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/16/2018	Tiara Goldberger	Review lease agreements [lease 1624]	2.00	1,140.00
11/16/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	6.30	4,063.50
11/16/2018	Timothy Breems	Confer with B. Ritter, real estate diligence team, and Sears' counsel to review and analyze Sears' real estate interest	2.80	1,806.00
11/16/2018	Todd J. Fieldston	Attention to due diligence on leases	4.00	3,700.00
11/16/2018	Victoria Kim	Drafted lease abstracts	0.50	322.50
11/16/2018	William J. Son	Review data site; review leases	4.10	3,444.00
11/17/2018	Abigail R. Siegel	Abstract ground lease for client GA Capital in connection with Sears Real Estate diligence project	3.30	1,881.00
11/17/2018	Adam D. Rose	Reviewing ABL guarantee and collateral agreement; reviewing Credit Agreement; drafting Term guarantee and collateral agreement.	4.00	3,360.00
11/17/2018	Andrew Hurley	Revise credit agreement; attention to correspondence	2.00	1,420.00
11/17/2018	Andrew Hurley	Update checklist	0.50	355.00
11/17/2018	Andrew V. Tenzer	Review and revise draft of interim DIP Order; review and revise draft of DIP intercreditor agreement; correspondence with lender group regarding surcharge, Sparrow and related issues	9.50	11,875.00
11/17/2018	Bradley V. Ritter	Review and summarize additional due diligence materials	7.50	8,625.00
11/17/2018	Christopher G. Ross	Review and revise credit agreement	1.90	2,090.00
11/17/2018	Eliana Vivier	Attention to diligence	4.90	3,160.50
11/17/2018	Geoffrey Zee	Review leases; prepare lease abstracts	6.00	4,650.00
11/17/2018	Joseph Camp	Review ground lease documents; prepare abstract of same	2.30	1,483.50
11/17/2018	Justin Orr	Review and analyze lease documents for Colorado Springs, CO and Glendale, CA; prepare such lease abstracts	3.80	2,451.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/17/2018	Leslie A. Plaskon	Work on documentation for DIP financing; calls with C. Ross and client regarding credit agreement; calls regarding non-debtor assets, funding of wind-down account; review and revise order and changes to credit agreement and reflect same; emails regarding calls with advisors and due diligence	6.80	9,180.00
11/17/2018	Mark S. Rutter	Prepare ground lease abstract; prepare space lease abstract	8.80	7,392.00
11/17/2018	Michael E. Comerford	Review interim DIP order; incorporate comments from A. Tenzer regarding same; review revised interim DIP order; review DIP objections; correspond with S. Maza regarding same	5.90	7,080.00
11/17/2018	Michelle Sassounian Yadegar	Review documents; review data site; review leases; analyze lease provisions; prepare lease abstracts; conference regarding the same	7.50	7,350.00
11/17/2018	Robin Swartz	Prepared lease summaries.	9.00	7,650.00
11/17/2018	Shlomo Maza	Review DIP Objections; email M. Comerford draft client to client regarding same; review KEIP motion	3.00	2,655.00
11/17/2018	Steve Serna	Prepare Tuscaloosa, Al ground lease; review ground lease and documents ancillary to same	2.70	2,268.00
11/17/2018	Theresa S. Clark	Review and analyze lease agreement documents for Store #2215 and prepare lease abstract	2.80	2,478.00
11/17/2018	Tiara Goldberger	Review lease agreements [lease 1624 and 1640]	7.00	3,990.00
11/17/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	0.70	451.50
11/17/2018	Timothy Breems	Confer with B. Ritter and real estate diligence team to review and analyze Sears' real estate interest	1.80	1,161.00
11/17/2018	Victoria Kim	Drafted lease abstracts	3.00	1,935.00
11/17/2018	William J. Son	Review leases; prepare abstracts	6.60	5,544.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/18/2018	Abigail R. Siegel	Abstract leases for client GA Capital in connection with Sears Real Estate diligence project	4.20	2,394.00
11/18/2018	Adam D. Rose	Revising guarantee and collateral agreement; drafting emails regarding guarantee and collateral agreement.	2.70	2,268.00
11/18/2018	Andrew Hurley	Revise closing checklist	0.50	355.00
11/18/2018	Andrew Hurley	Review bylaws	1.40	994.00
11/18/2018	Andrew Hurley	Prepare and review signature pages	1.70	1,207.00
11/18/2018	Andrew V. Tenzer	Review revised DIP order and correspondence with PH team regarding same	1.50	1,875.00
11/18/2018	Bradley V. Ritter	Review and summarize additional due diligence materials	8.50	9,775.00
11/18/2018	Christopher G. Ross	Review security agreement and email regarding same	2.70	2,970.00
11/18/2018	Felicia L. Holley	Prepare lease abstract for 8818 Pearl City, HI; review lease documents for 8287 Ontario CA and prepare lease abstract	5.00	2,350.00
11/18/2018	Geoffrey Zee	Prepare lease abstracts	3.90	3,022.50
11/18/2018	Jenna E. Carroll	Attention to lease reviews	1.00	570.00
11/18/2018	Justin Orr	Review and analyze Colorado Springs, CO and Janesville, WI lease files; prepare lease abstracts of the same	3.20	2,064.00
11/18/2018	Leslie A. Plaskon	Work on DIP documents and closing; review and revise loan agreement, collateral agreement and DIP order; coordination of comments and issues resolution with GA Capital and syndicate; review intercreditor agreement; discussions regarding anti-marshalling provisions	5.80	7,830.00
11/18/2018	Mark S. Rutter	Revise abstracts	0.20	168.00
11/18/2018	Max Patinkin	Sears lease review diligence	1.30	1,150.50
11/18/2018	Michael E. Comerford	Review DIP objection summaries from S. Maza; revise same; review summary from S. Maza regarding KEIP/KERP Motion ; revise same; correspond with client regarding same	3.10	3,720.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/18/2018	Nancy Zambrana	Review diligence documents	7.00	4,515.00
11/18/2018	Robin Swartz	Review emails and discuss with R. Kaplan; review at data room	0.50	425.00
11/18/2018	Roxanne M. Thrapp	Review Sears leases #2306 and prepare lease abstract	3.30	2,128.50
11/18/2018	Shlomo Maza	Further review KEIP motion and prepare email to M. Comerford regarding same	1.10	973.50
11/18/2018	Sunny E. Lee	Review of due diligence and lien search results and draft lien summary.	3.30	1,501.50
11/18/2018	Theresa S. Clark	Review and analyze lease documents for store #1243	3.20	2,832.00
11/18/2018	Tiara Goldberger	Review lease agreements [lease 1640 and 1644]	6.30	3,591.00
11/18/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	4.80	3,096.00
11/18/2018	Timothy Breems	Confer with B. Ritter and real estate diligence team to review and analyze Sears' real estate interest	1.40	903.00
11/18/2018	Todd M. Schneider	Review intellectual property related revisions to guarantee and collateral agreement	1.00	980.00
11/18/2018	Victoria Kim	Drafted lease abstracts	5.00	3,225.00
11/18/2018	William J. Son	Review leases; prepare abstracts	5.30	4,452.00
11/19/2018	Adam D. Rose	Responding to lender comments; reviewing DIP Order and Credit Agreement to prepare responses to lender comments; reviewing and revising closing checklist; revising guarantee and collateral agreement.	3.10	2,604.00
11/19/2018	Amy Lawrence	Review and revise forms of tax certificates; emails to and from A. Hurley regarding same	0.50	490.00
11/19/2018	Andrew Hurley	Draft and review tax exhibits to DIP credit agreement	0.90	639.00
11/19/2018	Andrew Hurley	Review insurance certificates; multiple correspondence regarding the same	0.50	355.00
11/19/2018	Andrew Hurley	Review materials in data room	0.60	426.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/19/2018	Andrew Hurley	Review governing documents	1.00	710.00
11/19/2018	Andrew Hurley	Attention to correspondence	1.80	1,278.00
11/19/2018	Andrew Hurley	Draft and review fee letter; multiple correspondence regarding the same	1.10	781.00
11/19/2018	Andrew Hurley	Update closing checklist	0.40	284.00
11/19/2018	Andrew Hurley	Review and revise credit agreement; multiple correspondence regarding the same	1.40	994.00
11/19/2018	Andrew V. Tenzer	Review revised DIP Order, DIP ABL Order, pleadings and CA; discussions with M. Comerford regarding intercreditor agreement; call with M. Comerford, Blue Torch regarding DIP Order and DIP document	1.40	1,750.00
11/19/2018	Ashik Shah	Review leases and confer with T. Breems; prepare lease abstracts	5.50	3,547.50
11/19/2018	Bradley V. Ritter	Review abstracts and summarize in due diligence memos for client; discuss individual reviews with team	16.50	18,975.00
11/19/2018	Christopher G. Ross	Review security agreement and discuss same with A. Rose	0.60	660.00
11/19/2018	Christopher G. Ross	Review and revise credit agreement and discuss same with L. Plaskon and M. Comerford	5.40	5,940.00
11/19/2018	David P. Stanek	Prepare ground lease abstract for Store 1041 (Omaha, NE); review and analyze all ground lease and related documents regarding same	3.20	2,688.00
11/19/2018	Eliana Vivier	Attention to diligence	2.60	1,677.00
11/19/2018	Felicia L. Holley	Review 8273 Lawrence KS lease; prepare lease abstract; revise lease abstracts; review 9551 Paradise CA lease; prepare lease abstract	5.00	2,350.00
11/19/2018	Geoffrey Zee	Review leases and prepare lease abstracts	8.50	6,587.50
11/19/2018	Jamie L. Tran	Review and abstract leases	4.20	2,982.00
11/19/2018	Jennifer Garrett	Prepare lease summaries; internal emails with T. Breems regarding same; internal conference with J. Carroll and E. Ort regarding preparation of lease summaries	5.50	5,390.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/19/2018	Jill A. Ames	Work on lease abstracts	2.50	1,475.00
11/19/2018	Jocelyn Kuo	Coordinate telephonic appearance for S. Maza regarding November 19, 2018 hearing	0.20	86.00
11/19/2018	Jocelyn Kuo	Correspond with S. Maza regarding DIP financing precedent pleadings	0.30	129.00
11/19/2018	Joseph Camp	Review ground lease documents; prepare abstract of same	0.80	516.00
11/19/2018	Judy Kim	[Unit 1944 - Yorktown Heights, NY] - Review Lease documents and prepare Lease abstract	2.40	936.00
11/19/2018	Justin Orr	Review and analyze Clovis, CA, Colorado Springs, CO, and Burlington, VT; prepare lease abstracts thereof	5.90	3,805.50
11/19/2018	Lauren-Kelly E. D. Greenbacker	Review and comment on sanctions provisions of financing agreement; conference with L. Kaplan regarding same	0.60	504.00
11/19/2018	Lawrence D. Kaplan	Review agreements; telephone conference with L. Greenbacker regarding edits regarding sanctions	0.80	960.00
11/19/2018	Leslie A. Plaskon	Work on DIP documentation, including credit agreement, ancillary documents; call with deal team regarding closing checklist and open items for closing	8.80	11,880.00
11/19/2018	Mark S. Rutter	Prepare space lease abstract	2.70	2,268.00
11/19/2018	Matthew C. Sheehan	Review lease documents and prepare summary of same.	5.10	4,513.50
11/19/2018	Max Patinkin	Sears diligence; review updated forms	1.50	1,327.50
11/19/2018	Michael E. Comerford	Review DIP order; review credit agreement; revise same regarding bankruptcy related issues; review comments to intercreditor; revise same; correspond with various lenders regarding DIP order; review motion regarding approval of junior DIP	8.30	9,960.00
11/19/2018	Michelle Sassounian Yadegar	Review leases; draft lease abstracts	7.50	7,350.00
11/19/2018	Nancy Zambrana	Review diligence documents	4.50	2,902.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/19/2018	Robin Swartz	Finalized lease abstracts; started ground lease abstract.	8.00	6,800.00
11/19/2018	Roxanne M. Thrapp	Review Sears Lease #1268 and prepare abstract	4.00	2,580.00
11/19/2018	Sarah Farhadian	Attention to lease document review	3.70	3,274.50
11/19/2018	Shlomo Maza	Call with M. Comerford regarding wind-down account precedent; research regarding same; email M. Comerford regarding same; call with M. Comerford regarding lender group; emails to M. Comerford regarding same; telephonically attend hearing regarding MTN notes; prepare draft email to GAC regarding MTN notes hearing and asset sales and bidding procedures statements at prior hearing; call with A. Hurley regarding IP issues; call with M. Comerford regarding MTN hearing	4.10	3,628.50
11/19/2018	Steve Serna	Review lease documents for lease 2784	0.40	336.00
11/19/2018	Steve Serna	Review and abstract space lease 3074 for Miami Florida KMART	3.60	3,024.00
11/19/2018	Sunny E. Lee	Review of due diligence and lien search results and draft lien summary.	10.50	4,777.50
11/19/2018	Theresa S. Clark	Review and analyze lease documents in connection with diligence review	0.50	442.50
11/19/2018	Timothy Breems	Confer with B. Ritter, real estate diligence team, and Sears' counsel to review and analyze Sears' real estate interest	3.60	2,322.00
11/19/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	7.70	4,966.50
11/19/2018	Todd J. Fieldston	Conduct due diligence	11.00	10,175.00
11/19/2018	Victoria Kim	Drafted lease abstract	3.00	1,935.00
11/19/2018	William J. Son	Review leases; prepare abstracts	6.70	5,628.00
11/20/2018	Abigail R. Siegel	Review space lease for client GA Capital in connection with Sears loan	2.80	1,596.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/20/2018	Adam D. Rose	Reviewing and revising schedules to Credit Agreement; reviewing and revising IP Security Agreements; call with Weil regarding guarantee and collateral agreement; reviewing comments to guarantee and collateral agreement.	2.10	1,764.00
11/20/2018	Alana Gramer	Prepare UCC-1s and forward same to A. Hurley.	2.50	1,075.00
11/20/2018	Allan Warner	Review lease documents and prepare lease abstract for T. Breems	4.30	2,773.50
11/20/2018	Amy Lawrence	Review and revise tax provisions of credit agreement; telephone calls with C. Ross and A. Hurley regarding same; emails to and from C. Ross and A. Hurley regarding same	2.00	1,960.00
11/20/2018	Andrew Hurley	Prepare for teleconference with client; teleconference with client regarding credit agreement	1.30	923.00
11/20/2018	Andrew Hurley	Draft and review intellectual property security agreements	0.50	355.00
11/20/2018	Andrew Hurley	Revise exhibits to credit agreement; update closing checklist	0.60	426.00
11/20/2018	Andrew Hurley	Prepare and review signature pages	0.60	426.00
11/20/2018	Andrew Hurley	Review diligence; multiple correspondence regarding the same	1.50	1,065.00
11/20/2018	Andrew Hurley	Draft and review exhibits to credit agreement	3.10	2,201.00
11/20/2018	Andrew Hurley	Attention to correspondence	2.50	1,775.00
11/20/2018	Andrew V. Tenzer	Review revised DIP Order; DIP ABL Order, pleadings and CA; discussions with M. Comerford regarding intercreditor agreement; call with M. Comerford, Blue Torch regarding DIP Order and DIP document	2.50	3,125.00
11/20/2018	Ashik Shah	Review lease documents; prepare lease abstract	5.10	3,289.50
11/20/2018	Bradley V. Ritter	Prepare summary due diligence memo of all ground and space leases revised to date	15.50	17,825.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/20/2018	Christopher G. Ross	Discuss credit agreement with GA, A. Lawrence and L. Plaskon	2.60	2,860.00
11/20/2018	Christopher G. Ross	Review and revise credit agreement	3.40	3,740.00
11/20/2018	Daniel M. Liebowitz	Review environmental disclosures and prepare summary of analysis	6.60	5,544.00
11/20/2018	Daniel M. Liebowitz	Conference with T. Mounteer regarding review of property assessment reports	0.40	336.00
11/20/2018	David P. Stanek	Prepare ground lease abstract for Store 1041 (Omaha, NE); review and analyze all ground lease and related documents regarding same	3.50	2,940.00
11/20/2018	Derek D. Cash	Prepare summary for S. Maza and M. Comerford regarding Second day hearing	0.90	580.50
11/20/2018	Derek D. Cash	Review second day hearing motions and relief granted	2.40	1,548.00
11/20/2018	Eliana Vivier	Attention to diligence	0.90	580.50
11/20/2018	Elizabeth Elliott	Research on the complaint, the answer, the February 21 ruling, and the notices of appeal for the MASSOUD AFZAL VS SEARS ROEBUCK AND CO ET AL case for Eric Keller in the DC office	0.50	167.50
11/20/2018	Eric R. Keller	Conduct due diligence on PBGC and wage and hour litigation claims	2.30	2,817.50
11/20/2018	Felicia L. Holley	Review 9551 Paradise CA lease; finalize lease abstract	1.30	611.00
11/20/2018	Geoffrey Zee	Review leases; prepare lease abstracts	3.50	2,712.50
11/20/2018	Irene Chang	S. Maza - Research existing case of Oswaldo Cruz v. Sears	0.40	118.00
11/20/2018	Jamie L. Tran	Review and abstract leases; prepare correspondence to T. Breems regarding same	7.90	5,609.00
11/20/2018	Jenna E. Carroll	Prepare lease abstracts	1.10	627.00
11/20/2018	Jill A. Ames	Work on lease abstracts	1.50	885.00
11/20/2018	Joseph Camp	Review ground lease documents; prepare abstracts of same	2.00	1,290.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/20/2018	Judy Kim	[Unit 1944 - Yorktown Heights, NY] - Prepare Ground Lease Abstract	5.30	2,067.00
11/20/2018	Justin Orr	Review and analyze Seritage Master Lease and associated recapture and termination letters, Lands' End Master Sublease Agreements, Clovis, CA lease; prepare abstracts thereof	10.10	6,514.50
11/20/2018	Leslie A. Plaskon	Work on DIP documentation; calls with GA Capital; revisions to DIP credit agreement; review and revise DIP intercreditor agreement; review fee letter; calls with real estate team regarding real estate review; review revised DIP motion; diligence wind-down; calls with lender syndicate	9.80	13,230.00
11/20/2018	Lindsey Smith	Review lease for North Wales property	2.90	1,870.50
11/20/2018	Mark S. Rutter	Prepare space lease abstract; revise all abstracts	2.30	1,932.00
11/20/2018	Matthew C. Sheehan	Review lease files and prepare summary of same.	5.00	4,425.00
11/20/2018	Max Patinkin	Review Wasilla Alaska lease materials; review Piqua Ohio lease materials; complete abstracts	6.00	5,310.00
11/20/2018	Michael E. Comerford	Review DIP increditor agreement; revise same; review DIP order for ABL; discuss same with S. Maza; meeting with L. Plaskon regarding DIP ICA; review DIP credit agreement regarding further revisions; correspond with Weil regarding Province retention; review engagement letter for Province; revise same; correspond with Province regarding same; correspond with L. Quaintance (Lazard) regarding VDR access; correspond with Province in connection with same; review supplemental DIP motion; review e-mails summaries from S. Maza; discuss same with him	11.50	13,800.00
11/20/2018	Michelle Sassounian Yadegar	Review lease documents; draft lease abstracts; conference regarding the same	10.80	10,584.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/20/2018	Nancy Zambrana	Review diligence documents	3.00	1,935.00
11/20/2018	Robin Swartz	Prepared lease abstracts	3.00	2,550.00
11/20/2018	Roxanne M. Thrapp	Review Sears Lease #2683 and prepare abstract	3.30	2,128.50
11/20/2018	Sarah Farhadian	Prepare lease abstract for unit 1125 in Coral Gables, FL	4.20	3,717.00
11/20/2018	Shlomo Maza	Confer with M. Comerford regarding Sears open issues; revise ICA to incorporate A. Tenzer comments; email M. Comerford regarding same; confer with M. Comerford regarding ICA; review org chart; confer with M. Comerford regarding Junior DIP Motion; review same; confer with M. Comerford regarding open issues in connection with same; reply to email from L. Plaskon regarding employee issues; reply to email from E. Keller regarding same; email D. Cash regarding second day hearing; call with L. Plaskon, C. Ross, and GAC; review DIP order from Weil and Skadden; confer with M. Comerford regarding same; revise interim DIP order; email A. Tenzer regarding same; reply to email from E. Keller regarding employees issues	12.60	11,151.00
11/20/2018	Sunny E. Lee	Continue review of lien search results and preparation of lien summary.	8.80	4,004.00
11/20/2018	Theresa S. Clark	Review and analyze lease agreement; prepare lease abstract in connection with Store #2215	1.30	1,150.50
11/20/2018	Thomas R. Munteer	Review contents of DIP financing dataroom to determine strategy for responding to request regarding assessment of owned real property environmental condition effect on value	1.80	2,160.00
11/20/2018	Thomas R. Munteer	Review environmental disclosures for eight of 50 of top 50 (by appraised value) owned and ground leased sites	6.00	7,200.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/20/2018	Thomas R. Munteer	Telephone conference with B. Ritter and T. Breems regarding disclosures, leased locations and environmental reports, approach toward diligence, etc.	0.40	480.00
11/20/2018	Thomas R. Munteer	Prepare preliminary report for GA on review of environmental disclosures and possible next steps	1.60	1,920.00
11/20/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	6.10	3,934.50
11/20/2018	Timothy Breems	Confer with B. Ritter, real estate diligence team, and Sears' counsel to review and analyze Sears' real estate interest	1.80	1,161.00
11/20/2018	Todd J. Fieldston	Conduct due diligence	11.50	10,637.50
11/20/2018	Todd M. Schneider	Review security interests and lien filings and conference with A. Hurley regarding intellectual property; prepare summary of encumbrances on intellectual property for team	3.00	2,940.00
11/20/2018	Victoria Kim	Drafted lease abstract	4.00	2,580.00
11/20/2018	William J. Son	Review leases; prepare abstracts	3.00	2,520.00
11/20/2018	Winnie Wu	Correspond with S. Maza and M. Comerford regarding filed pleadings and case calendar; review case management procedures; review all filed pleadings for critical dates; revise case calendar	2.80	490.00
11/21/2018	Abigail R. Siegel	Abstract Richmond, IN space lease for client GA Capital in connection with Sears Real Estate diligence project	0.80	456.00
11/21/2018	Adam D. Rose	Revising guarantee and collateral agreement; Analyzing precedent security agreements in connection with revising guarantee and collateral agreement; internal team call regarding status and next steps.	4.30	3,612.00
11/21/2018	Alana Gramer	Update UCC-1s and forward same to A. Hurley.	0.40	172.00
11/21/2018	Allan Warner	Review lease documents and prepare lease review for T. Breems	2.20	1,419.00
11/21/2018	Andrew Hurley	Draft and review term loan note	0.70	497.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/21/2018	Andrew Hurley	Teleconference with client regarding real estate dalliance	1.20	852.00
11/21/2018	Andrew Hurley	Update closing checklist	0.20	142.00
11/21/2018	Andrew Hurley	Attention to correspondence	0.90	639.00
11/21/2018	Andrew Hurley	Review UCC-1s	1.60	1,136.00
11/21/2018	Andrew Hurley	Review signature pages	1.40	994.00
11/21/2018	Andrew Hurley	Teleconference regarding status	0.50	355.00
11/21/2018	Andrew V. Tenzer	Review revised version of interim DIP order and email to S. Maza regarding same; call with M. Comerford, Farallon regarding DIP order and follow up email to PH team regarding same; correspondence with Blue Torch regarding nature of facility; email to Weil regarding proposed revisions to DIP order; call with M. Comerford, S Maza, Skadden and Weil regarding comments on DIP order; draft email updates to client regarding same; emails to C. Ross regarding BK comments on credit agreement from lenders; correspondence regarding buyout right; call with PH team regarding next steps	4.30	5,375.00
11/21/2018	Ashik Shah	Review lease documents and prepare abstract	2.00	1,290.00
11/21/2018	Bradley V. Ritter	Review and revise due diligence memo; several long calls with client; review and summarize due diligence materials	14.50	16,675.00
11/21/2018	Christopher G. Ross	Conference calls regarding DIP order and credit agreement	1.10	1,210.00
11/21/2018	Christopher G. Ross	Email regarding credit agreement and ancillary documents	3.20	3,520.00
11/21/2018	Christopher G. Ross	Review security agreement and disclosure schedules and email regarding same	2.20	2,420.00
11/21/2018	David P. Stanek	Review and analyze lease and all lease documents for Store 1073 - Exton, PA; prepare lease abstract	4.60	3,864.00
11/21/2018	Derek D. Cash	Research regarding landlord rights in bankruptcy	1.10	709.50
11/21/2018	Derek D. Cash	Review second day pleadings	1.50	967.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/21/2018	Eli Ort	Attention to lease abstract	3.10	1,767.00
11/21/2018	Eric R. Keller	Conduct due diligence on PBGC claims and Cruz litigation; research issues regarding same	2.00	2,450.00
11/21/2018	Geoffrey Zee	Review leases; prepare lease abstracts	2.70	2,092.50
11/21/2018	James Pesavento	Prepare signature pages to the loan documents; review drafted UCC-1 financing statements	3.80	2,166.00
11/21/2018	Jamie L. Tran	Review and abstract leases	5.60	3,976.00
11/21/2018	Jenna E. Carroll	Prepare Lease Abstract	0.60	342.00
11/21/2018	Jill A. Ames	Work on lease abstracts	1.50	885.00
11/21/2018	Jocelyn Kuo	Prepare schedules 1-3 for financing documents; compare organizational chart with list of debtors for S. Maza	0.70	301.00
11/21/2018	Joseph Camp	Review ground lease and lease documents; prepare abstracts of same	1.20	774.00
11/21/2018	Judy Kim	[Units 9761 and 9608] - Review Lease documents and prepare Lease abstracts	5.60	2,184.00
11/21/2018	Justin Orr	Correspond with GA Capital regarding leased and ground lease abstracts; review and analyze Woodbridge, NJ lease file; prepare abstract thereof; prepare Seritage Master Lease Abstract; correspond with B. Ritter regarding lease abstracts	6.30	4,063.50
11/21/2018	Leslie A. Plaskon	Revise ICA; due diligence regarding call; due diligence regarding employee liabilities; address DIP order issues; address credit agreement comments; numerous calls and emails with GA Capital, Weil, deal team and lender regarding open issues	7.80	10,530.00
11/21/2018	Lindsey Smith	Review North Wales Lease and forty one attendant lease documents	6.20	3,999.00
11/21/2018	Mark S. Rutter	Perform final review of leases	0.30	252.00
11/21/2018	Matthew C. Sheehan	Review lease files and prepare summary of same.	5.00	4,425.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/21/2018	Michael E. Comerford	Review interim DIP order issues with S. Maza; review mark-up to DIP ICA from L. Plaskon; revise same; correspond with Skadden regarding same; review e-mail summary from D. Cash regarding second day relief; revise same; review related motions for summaries; correspond with client regarding second day relief; call regarding real estate diligence with PH and lenders; call with lender regarding comments to DIP order; review revised DIP order from S. Maza; further revisions to same; correspond with client regarding same; correspond with B. Ritter regarding real estate issues; review corporate chart regarding debtor entities in connection with real estate question; call with B. Ritter regarding; same	10.00	12,000.00
11/21/2018	Nancy Zambrana	Review diligence documents	5.70	3,676.50
11/21/2018	Roxanne M. Thrapp	Review REAs and underlying lease documents for abstract	3.00	1,935.00
11/21/2018	Shlomo Maza	Review ESL 2004 motion; email M. Comerford regarding same; emails with D. Cash and M. Comerford regarding De Minimis Sale Order; regarding view same; email C. Ross regarding same; call with L. Plaskon, A. Tenzer, M. Comerford, C. Ross, A. Hurley regarding DIP issues	1.40	1,239.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/21/2018	Shlomo Maza	Reply to A. Tenzer email regarding streamlining interim DIP order; review pleadings regarding PBGC and employee issues; reply to email from M. Comerford regarding real estate research issues regarding section 362 and 365; call with M. Comerford, A. Tenzer, and lender regarding DIP order; confer with D. Cash regarding real estate issues; confer with L. Plaskon regarding DIP order, employee issues, and real estate issues; revise interim DIP order regarding same; confer with M. Comerford regarding interim DIP priority and budget sections; email L. Plaskon, M. Comerford, and A. Tenzer regarding same; revise interim DIP order priority section; call with J. Kuo regarding org chart and DIP order and ICA schedules; email E. Keller regarding employee issues; call A. Hurley regarding employee issues call	3.70	3,274.50
11/21/2018	Sunny E. Lee	Continue review of lien search results and preparation of lien summary.	9.50	4,322.50
11/21/2018	Theresa S. Clark	Review and analyze ground lease in connection with Store #1278	2.60	2,301.00
11/21/2018	Thomas R. Mounteer	Participate in download telephone conference	0.30	360.00
11/21/2018	Thomas R. Mounteer	Review D. Liebowitz's summary of environmental disclosures for the 10 highest appraised value owed and ground-leased properties below Top 50 properties and revise diligence report in preparation for download telephone conference	3.50	4,200.00
11/21/2018	Timothy Breems	Confer with B. Ritter, real estate diligence team, and Sears' counsel to review and analyze Sears' real estate interest	2.50	1,612.50
11/21/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	7.40	4,773.00
11/21/2018	Todd J. Fieldston	Conduct due diligence	7.80	7,215.00
11/21/2018	Victoria Kim	Drafted lease abstract	2.50	1,612.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/21/2018	William J. Son	Review lease	0.60	504.00
11/21/2018	Winnie Wu	Correspond with M. Comerford, S. Maza, A. Tenzer and L. Plaskon regarding recently filed pleadings; Correspond with S. Maza regarding DIP	0.50	87.50
11/22/2018	Allan Warner	Review lease documents and prepare lease abstracts for T. Breems	2.00	1,290.00
11/22/2018	Andrew Hurley	Attention to correspondence; revise promissory note; update closing checklist	0.50	355.00
11/22/2018	Derek D. Cash	Research regarding landlords' rights	0.90	580.50
11/22/2018	Eric R. Keller	Conduct due diligence on PBGC claims and Cruz litigation; research issues regarding same; prepare summary of analysis for same	3.50	4,287.50
11/22/2018	Michael E. Comerford	Review and respond to various correspondences regarding Junior DIP documents	1.00	1,200.00
11/22/2018	Shlomo Maza	Emails with C. Ross regarding CA issues	0.30	265.50
11/22/2018	Sunny E. Lee	Continue review of lien search results and preparation of lien summary.	3.30	1,501.50
11/22/2018	Theresa S. Clark	Review and analyze ground lease documents and prepare lease abstract for Store #1278	3.00	2,655.00
11/23/2018	Adam D. Rose	Call with borrower's counsel; call regarding dip order; reviewing changes to GCA	2.30	1,932.00
11/23/2018	Andrew Hurley	Teleconference regarding orders	0.70	497.00
11/23/2018	Andrew Hurley	Review credit agreement	0.50	355.00
11/23/2018	Andrew Hurley	Teleconference regarding employee claims	1.00	710.00
11/23/2018	Andrew Hurley	Review lien search results	1.30	923.00
11/23/2018	Andrew Hurley	Attention to correspondence	0.70	497.00
11/23/2018	Andrew Hurley	Update closing checklist; draft and review flow of funds agreement	0.90	639.00
11/23/2018	Andrew Hurley	Teleconference with client regarding issues list	0.90	639.00
11/23/2018	Andrew Hurley	Revise credit agreement; review employee claims; multiple correspondence regarding the same	2.10	1,491.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/23/2018	Andrew V. Tenzer	Review revised DIP term sheet and correspondence with PH team regarding same; correspondence with PH team regarding provisions of DIP order; revised mark up of DIP order and conference call with PH, Skadden, Choate and Weil teams regarding same; correspondence with various parties regarding CCH setoff issues	4.80	6,000.00
11/23/2018	Bradley V. Ritter	Review and revise lease abstracts and provide updated abstracts to client	16.00	18,400.00
11/23/2018	Christopher G. Ross	Email regarding credit agreement and ancillary documents	0.60	660.00
11/23/2018	Christopher G. Ross	Conference calls regarding DIP order and credit agreement	2.00	2,200.00
11/23/2018	Derek D. Cash	Research regarding shopping centers	1.60	1,032.00
11/23/2018	Derek D. Cash	Research regarding ground leases	0.50	322.50
11/23/2018	Derek D. Cash	Draft email summarizing research for S. Maza	0.90	580.50
11/23/2018	Derek D. Cash	Research regarding easements	2.00	1,290.00
11/23/2018	Derek D. Cash	Summarize second day motions resolved with CNO's	1.40	903.00
11/23/2018	Eric R. Keller	Conduct due diligence on PBGC claims and Cruz litigation; research issues regarding same; prepare summary of analysis for same; telephone conference with client regarding same	3.30	4,042.50
11/23/2018	Joseph Camp	Review ground lease documents; prepare abstract of same	2.70	1,741.50
11/23/2018	Justin Orr	Review and analyze Woodbridge, NJ lease documents; prepare abstract thereof; review and analyze Torrance, CA lease documents; prepare abstract thereof	11.80	7,611.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/23/2018	Leslie A. Plaskon	Work on DIP documentation including review of notes regarding M3 cell on wind-down and summary of real estate diligence; review revised DIP order; calls with GA Capital and ABL regarding marshalling and sale issue and ICA; address lender comments to DIP agreement; review issues list; call with CA Capital regarding same; review ABL and precedents regarding issues; emails regarding severance; numerous calls and emails regarding same	12.80	17,280.00
11/23/2018	Lindsey Smith	Review documents and draft abstract for North Wales Property; send abstract to T. Breems	6.80	4,386.00
11/23/2018	Max Patinkin	Diligence and lease material review	3.50	3,097.50
11/23/2018	Michael E. Comerford	Review comments from Weil and Skadden regarding interim junior DIP order; review issues list from A. Tenzer regarding same; respond to same with additional issues; correspond with GA Capital regarding issues list for DIP; review incremental comments to DIP order from Weil; review incremental DIP comments from Skadden regarding junior DIP; revising interim Junior DIP order; review same; review issues regarding dip objections by CCH and Illinois; correspond with L. Plaskon regarding same; review comments to DIP ICA from Skadden	12.30	14,760.00
11/23/2018	Roxanne M. Thrapp	Prepare lease abstract for lease #3239	3.30	2,128.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/23/2018	Shlomo Maza	Call with L. Plaskon, E. Keller, M. Comerford, A. Tenzer, GACP, and Province regarding employee liability issues and PBGC; reply to email from M. Comerford regarding same; research regarding second circuit law regarding same and successor liability; email A. Tenzer, E. Keller, L. Plaskon, M. Comerford regarding same; reply to email from M. Comerford regarding unencumbered property leases and schedule 2; call with Weil, Skadden, A. Tenzer, and M. Comerford regarding DIP Order issues list; email A. Hurley regarding severance claims; email D. Cash and L. Plaskon; real estate research; further emails with D. Cash regarding same	3.10	2,743.50
11/23/2018	Sunny E. Lee	Communications with A Hurley, review of lien search and diligence parameters, and research tax liens.	0.80	364.00
11/23/2018	Theresa S. Clark	Review and analyze lease agreement and prepare lease abstract for store #1243	1.50	1,327.50
11/23/2018	Theresa S. Clark	Review and analyze lease documents and prepare lease abstract for store #1274	4.20	3,717.00
11/23/2018	Theresa S. Clark	Review and analyze declaration of restrictions and amendment documents; prepare ground lease abstract	2.30	2,035.50
11/23/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	9.40	6,063.00
11/23/2018	Timothy Breems	Confer with B. Ritter, real estate diligence team, and Sears' counsel to review and analyze Sears' real estate interest	2.80	1,806.00
11/23/2018	Todd J. Fieldston	Conduct due diligence	2.00	1,850.00
11/23/2018	Todd M. Schneider	Review latest intellectual property revisions to guarantee and collateral agreement and prepare correspondence to A. Rose regarding same	0.50	490.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/24/2018	Adam D. Rose	Revise GCA; revise Credit Agreement; review ABL agreement and make conforming changes; revise ICA; internal calls regarding closing	13.50	11,340.00
11/24/2018	Andrew Hurley	Teleconference regarding credit agreement issues list	1.60	1,136.00
11/24/2018	Andrew Hurley	Revise credit agreement; revise intercreditor agreement; attention to correspondence	7.40	5,254.00
11/24/2018	Andrew V. Tenzer	Review revised DIP order; review revised intercreditor agreement; correspondence regarding liens on leases; correspondence with lender and debtor processions regarding ICA; correspondence with PH team regarding definitions in credit agreement and priority chart	7.40	9,250.00
11/24/2018	Bradley V. Ritter	Review additional documents and revise same; address numerous questions from client; send updated abstracts to client	6.50	7,475.00
11/24/2018	Derek D. Cash	Prepare summary of bidding procedures process letter and order	0.60	387.00
11/24/2018	Derek D. Cash	Review bidding process filings	0.60	387.00
11/24/2018	Leslie A. Plaskon	Wok on DIP documentation; review intercreditor changes and discuss with client and lenders; emails with deal team and Skadden regarding same; address excluded property issues in DIP order; review confirming changes to ABL; review and revise issues; call with Weil and company regarding open credit agreement issues; calls and emails with client regarding same; address leasehold property in order with team; review DIP order clauses for credit agreement; review global bid procedures letter; coordinate with team regarding closing check list and open items	14.50	19,575.00
11/24/2018	Lindsey Smith	Review lease and attendant documents for Jensen Beach property; draft abstract and send to T. Breems	4.30	2,773.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/24/2018	Michael E. Comerford	Review DIP order comments from A. Tenzer; revise same; correspond with Weil and Skadden regarding same; correspond with client regarding various DIP issues; correspond with lender regarding same; review DIP ICA comments; revise same; review excluded property related issues; correspond with lender regarding same; further review DIP order; make further changes; review ABL DIP credit agreement regarding definitions; review junior DIP regarding same; correspond with A. Hurley regarding same; review A. Tenzer comments to DIP ICA; revise certain definitions regarding same; correspond with A. Rose regarding same; review DIP credit agreement and interim order regarding issues regarding lien descriptions; correspond with S. Maza regarding same	14.90	17,880.00
11/24/2018	Robin Swartz	Reviewed Ground lease and REA and prepared lease abstract	4.00	3,400.00
11/24/2018	Shlomo Maza	Research regarding lease language in DIP orders; call with M. Comerford regarding same; email L. Plaskon, C. Ross, A. Tenzer, and M. Comerford regarding same; review Junior DIP order and CA and ABL DIP Order and CA regarding permitted liens; email A. Tenzer, M. Comerford, C. Ross, L. Plaskon regarding same; emails with A. Rose regarding same; revise interim DIP order regarding same and lease proceeds; email L. Plaskon regarding same	3.90	3,451.50
11/24/2018	Theresa S. Clark	Review and analyze lease documents for Store #2215	3.30	2,920.50
11/24/2018	Timothy Breems	Confer with B. Ritter, real estate diligence team, GA Capital representatives and Sears' counsel to review and analyze Sears' real estate interest	1.80	1,161.00
11/24/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	4.40	2,838.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/24/2018	Todd J. Fieldston	Conduct due diligence	2.00	1,850.00
11/25/2018	Adam D. Rose	Reviewing Credit Agreement; revising Credit Agreement; revising ICA; revising GCA; reviewing Opinion; revising Closing Checklist; call regarding Open Issues; call regarding closing checklist	14.30	12,012.00
11/25/2018	Andrew Hurley	Revise credit agreement	0.40	284.00
11/25/2018	Andrew Hurley	Attention to correspondence	1.10	781.00
11/25/2018	Andrew Hurley	Teleconference with opposing counsel regarding outstanding items; internal call regarding outstanding items	1.10	781.00
11/25/2018	Andrew V. Tenzer	Review and revise DIP order and ICA; calls on both documents with Skadden, Weil, Choate and PH	9.50	11,875.00
11/25/2018	Bradley V. Ritter	Review and revise credit agreement and schedules thereto; revise updated abstracts and distribute same	6.50	7,475.00
11/25/2018	Christopher G. Ross	Conference calls and email regarding open issues on credit agreement and closing checklist	5.90	6,490.00
11/25/2018	Eric R. Keller	Review and comment on revisions to credit agreement and proposed disclosures to credit agreement	0.50	612.50
11/25/2018	Leslie A. Plaskon	Work on DIP documentation; numerous calls with Weil and Skadden regarding open issues; emails regarding documentation with GA Capital and syndicate lenders; review collateral agreement; review revised DIP credit agreement; review order; review DIP ABL agreement	12.50	16,875.00
11/25/2018	Max Patinkin	Diligence and lease material review	2.80	2,478.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/25/2018	Michael E. Comerford	Review modified DIP order; correspond with S. Maza regarding same; call with A. Tenzer and S. Maza regarding DIP Order revisions; calls with Skadden regarding DIP ICA; review notes regarding same; calls with Weil and Skadden regarding DIP Order revisions; review changes in connection with same; call with S. Maza in connection with same; review changes to DIP ICA; revise same; discuss revisions with L. Plaskon; correspond with client regarding pleading updates; review related pleadings in connection with same	8.60	10,320.00
11/25/2018	Shlomo Maza	Emails with A. Tenzer regarding permitted liens issues and changes to DIP order; reply to email M. Comerford regarding lease proceeds and DIP Order; revise DIP Order to incorporate same; review redline of DIP order from Weil; call with A. Tenzer and M. Comerford regarding same; revise DIP order regarding same; review redline from Skadden; call with Weil, Skadden, A. Tenzer and M. Comerford regarding ICA and DIP order; review revised ABL DIP Credit Agreement from Skadden regarding permitted liens; email L. Plaskon, A. Tenzer, M. Comerford regarding same; call with A. Tenzer and L. Plaskon regarding ICA and DIP Order; further revise DIP order; email A. Tenzer, M. Comerford, L. Plaskon, C. Ross regarding same; call with M. Comerford regarding priority chart	6.90	6,106.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/25/2018	Shlomo Maza	Email L. Plaskon regarding excluded collateral; Reply to email from A. Tenzer regarding senior permitted liens; further email regarding same; review Skadden mark of Junior DIP CA in connection with same; reply to email from L. Plaskon regarding same; revise DIP order to incorporate A. Tenzer comments and further comments; reply to email from A. Tenzer regarding excluded collateral and further emails from L. Plaskon and A. Tenzer regarding permitted liens; reply to email from A. Tenzer regarding revised interim order	2.40	2,124.00
11/25/2018	Theresa S. Clark	Prepare lease abstract for store #2215	1.80	1,593.00
11/25/2018	Timothy Breems	Confer with B. Ritter, real estate diligence team, GA Capital representatives and Sears' counsel to review and analyze Sears' real estate interest	0.80	516.00
11/25/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	2.70	1,741.50
11/25/2018	Todd J. Fieldston	Conduct due diligence	6.00	5,550.00
11/26/2018	Adam D. Rose	Preparing for closing; revising ancillary documentation including secretary certificate, borrowing notice, funds flow, resolutions, closing certificate; calls regarding closing status; reviewing and revising opinions; internal discussions regarding opinions; calls regarding open points	15.00	12,600.00
11/26/2018	Alana Gramer	Telephone call with A. Hurley regarding UCC review; review UCC drafts against Skadden UCCs; email to A. Hurley with my findings	1.50	645.00
11/26/2018	Allan Warner	Attention paid to additional documents uploaded to the data room in connection with lease abstracts	0.10	64.50
11/26/2018	Andrew Hurley	Attention to closing	13.50	9,585.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/26/2018	Andrew Hurley	Teleconference with client regarding credit agreement	0.60	426.00
11/26/2018	Andrew Hurley	Teleconference regarding credit agreement	1.10	781.00
11/26/2018	Andrew V. Tenzer	Numerous calls and emails with PH team, Skadden, Weil, GA and other lenders to finalize DIP credit agreement, DIP order and DIP intercreditor agreement	16.50	20,625.00
11/26/2018	Bradley V. Ritter	Review and revise schedules to credit agreement and update abstracts	14.50	16,675.00
11/26/2018	Christopher G. Ross	Review and revise credit agreement, legal opinions and ancillary documents	5.60	6,160.00
11/26/2018	Christopher G. Ross	Discussions regarding open issues on credit agreement, intercreditor agreement, DIP order, ancillary documents and closing processes with J. Ahn, M. Shields, R. Louzan, H. Chung, Skadden, Weil, L. Plaskon, A. Tenzer, M. Comerford, A. Rose and A. Hurley	8.60	9,460.00
11/26/2018	David P. Stanek	Review and analyze lease and all lease documents for Placerville, CA space lease; prepare lease abstract regarding same	2.50	2,100.00
11/26/2018	Derek D. Cash	Research regarding cash management order	0.10	64.50
11/26/2018	Derek D. Cash	Research regarding landlord rights	0.60	387.00
11/26/2018	Eli Ort	Lease abstract 7.13	1.70	969.00
11/26/2018	Eric R. Keller	Telephone conference with A. Hurley regarding disclosure schedules; telephone conference with C. Ross regarding credit agreement; telephone conference with Weil regarding disclosure schedules	0.80	980.00
11/26/2018	Irina Marinescu	Review and respond to correspondence for closing documentation; review facility documents; confer with client regarding syndication	2.00	1,780.00
11/26/2018	James Pesavento	Review drafted UCC-1 financing statements for filing; review schedules to GACP Junior DIP credit agreement	2.10	1,197.00
11/26/2018	Jennifer Garrett	Review and summarize space and ground leases	3.50	3,430.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/26/2018	Justin Orr	Review and analyze lease abstracts and Seritage Master Lease; review and analyze Woodbridge, NJ lease files	3.30	2,128.50
11/26/2018	Leslie A. Plaskon	Work on finalizing credit agreement; address open real estate issues; review DIP Order regarding issues; address opinions, schedules, budget; numerous calls and emails regarding same; address Vendor Credit issues and intercreditor agreement issues; calls with ABL Counsel regarding same; meeting with Province; review Committee objections; calls regarding same and potential settlement; review surcharge issue	15.80	21,330.00
11/26/2018	Michael E. Comerford	Work on various matters for DIP; numerous calls in connection with same; revisions to DIP ICA, DIP order, schedules`	15.00	18,000.00
11/26/2018	Nancy Zambrana	Review diligence documents and prepare abstract	2.40	1,548.00
11/26/2018	Roxanne M. Thrapp	Prepare lease abstract for #3239 Kansas City, MO	1.30	838.50
11/26/2018	Sarah Farhadian	Prepare lease abstract for unit 1745	0.80	708.00
11/26/2018	Shlomo Maza	Email L. Plaskon, A. Tenzer, M. Comerford, C. Ross, regarding excluded property; call with M. Comerford regarding DIP conflicts issues; email A. Tenzer regarding excluded property; call with M. Comerford regarding unencumbered property and CA priority provision; review Weil markup of DIP Order; email A. Tenzer and M. Comerford regarding same; call with A. Tenzer regarding same; email Weil regarding same; review email from S. Singh regarding excluded collateral; email A. Tenzer regarding same; email A. Tenzer and L. Plaskon regarding same; call with Skadden/Weil regarding CA markup ; call with L. Plaskon, M. Comerford, C. Ross, A. Hurley, A. Rose regarding open issues list	4.00	3,540.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/26/2018	Shlomo Maza	Emails with S. Singh regarding excluded collateral/leases; research regarding same; emails with M. Comerford and A. Tenzer regarding same; review first day transcript regarding same; call with R. Ringer (KL) and M. Comerford regarding same; call with N. Hwango (Weil) and M. Comerford regarding same; call with A. Tenzer regarding same; review UCC DIP Objection; review email from A. Goldenstein (Weil) regarding excluded collateral; call with A. Goldenstein regarding same; email A. Tenzer regarding same; review emails from R. Schrock regarding 506(c); confer with M. Comerford regarding same; review DIP order mark form Weil; confer with M. Comerford regarding same; further emails with A. Goldinstein regarding lease issues; research regarding 506(c)	5.60	4,956.00
11/26/2018	Shlomo Maza	Review and revise ICA and Junior DIP regarding defined term issues and priority provisions	1.30	1,150.50
11/26/2018	Shlomo Maza	Email J. Kuo regarding 11.27.18 hearing prep; review ICA priority chart redline; confer with M. Comerford regarding same; reply to email from L. Plaskon regarding same; emails with L. Plaskon and C. Ross regarding vendor credits; revise schedule 3 regarding same; confer with M. Comerford and A. Tenzer regarding DIP order in advance of call with Weil/Skadden; call with Weil/Skadden regarding same; call with S. Singh (Weil), A. Tenzer, M. Comerford regarding UCC issues in connection with DIP order; reply to email from L. Plaskon regarding open issues and excluded collateral; email M. Comerford and D. Cash regarding cash management and de minimis court orders; reply to emails from A. Tenzer and L. Plaskon regarding priority language in credit agreement and avoidance and D&O proceeds	3.00	2,655.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/26/2018	Sunny E. Lee	Review of schedules to credit agreement and discussions with A Hurley regarding the same, and prepare summary report for review and comment.	4.80	2,184.00
11/26/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	3.40	2,193.00
11/26/2018	Timothy Breems	Confer with B. Ritter, real estate diligence team, GA Capital representatives and Sears' counsel to review and analyze Sears' real estate interests	2.20	1,419.00
11/26/2018	Timothy Breems	Review and analyze credit agreement's real estate schedules; prepare comments of the same	2.60	1,677.00
11/26/2018	Todd J. Fieldston	Review additional due diligence materials	0.50	462.50
11/26/2018	Winnie Wu	Correspond with S. Maza, M. Comerford, A. Tenzer, L. Plaskon and D. Cash regarding filed pleadings; review all filed pleadings for critical dates; correspond with S. Maza regarding reference materials and electronic device order for November 27 hearing; prepare electronic device order; prepare reference materials for November 27 hearing	1.80	315.00
11/27/2018	Adam D. Rose	Drafting funds flow; reviewing revised documents; reviewing ABL CA against Junior CA; drafting emails	4.30	3,612.00
11/27/2018	Adam D. Rose	Reviewing opinions; discussions regarding opinions; checklist discussions;	3.00	2,520.00
11/27/2018	Andrew Hurley	Attention to closing	6.90	4,899.00
11/27/2018	Andrew V. Tenzer	Numerous calls and emails with PH team and GA team to finalize DIP docs and discuss alternative proposal; travel to and attend final DIP hearing; follow up discussions and correspondence with PH and GA teams regarding next steps	7.30	9,125.00
11/27/2018	Ashik Shah	Review leases and prepare abstract	4.10	2,644.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/27/2018	Bradley V. Ritter	Review and revise abstracts to address Prop 13 and other tax questions in California; review additional lease questions for client; finalize review process and end due diligence review with transaction	5.50	6,325.00
11/27/2018	Christopher G. Ross	Discussions regarding DIP order and credit agreement with S. Shulzhenko, L. Plaskon, A. Rose and A. Hurley; review and revise credit agreement; listen to hearing	5.60	6,160.00
11/27/2018	David P. Stanek	Review and analyze lease and all related lease documents for Grand Junction, CO; prepare lease abstract for same	2.00	1,680.00
11/27/2018	Derek D. Cash	Research regarding cash collateral order for S. Maza	0.70	451.50
11/27/2018	Derek D. Cash	Research regarding easement enforcement	2.30	1,483.50
11/27/2018	Derek D. Cash	Draft summaries regarding recent filings	0.50	322.50
11/27/2018	Irina Marinescu	Confer internally and with client regarding allocations; draft and circulate assignment agreements	1.50	1,335.00
11/27/2018	Jocelyn Kuo	Correspond with W. Wu regarding reference materials for November 27, 2018 hearing	0.40	172.00
11/27/2018	Jocelyn Kuo	Coordinate telephonic appearance for L. Plaskon and S. Maza regarding November 27, 2018 hearing; correspond with S. Maza regarding November 27, 2018 hearing	0.60	258.00
11/27/2018	Justin Orr	Review and analyze Woodbridge, NJ REA documents; prepare abstract	1.60	1,032.00
11/27/2018	Leslie A. Plaskon	Pre-closing and attend DIP hearing (by Court call); numerous calls and emails with client, Weil, committee counsel and deal team regarding final changes to documents; address committee requests and conferences with client, Weil and UCC regarding new bidder	6.00	8,100.00
11/27/2018	Max Patinkin	Review space lease agreements and ancillary documents; take notes for abstract	2.40	2,124.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/27/2018	Michael E. Comerford	Prepare for and attend hearing; finalize documents.	10.00	12,000.00
11/27/2018	Sarah Farhadian	Prepare lease abstract for unit 1745 and unit 1755	6.00	5,310.00
11/27/2018	Shlomo Maza	Review DIP order and CA filings in prep for DIP hearing; prepare hearing documents; reply to email from A. Tenzer regarding CA priority provision; travel to and from White Plains for DIP hearing; attend DIP hearing	5.70	5,044.50
11/27/2018	Sunny E. Lee	Review of diligence responses, communications with A Hurley and indexing of the same.	3.80	1,729.00
11/27/2018	Theresa S. Clark	Review and analyze updated title documents for Torrance, CA lease	1.30	1,150.50
11/27/2018	Thomas R. Mounteer	Review report from T. Breems on additional environmental disclosures	0.20	240.00
11/27/2018	Timothy Breems	Review and analyze Sears' real estate interests; prepare comments and abstracts of the same	3.50	2,257.50
11/27/2018	Timothy Breems	Confer with B. Ritter, real estate diligence team, GA Capital representatives and Sears' counsel to review and analyze Sears' real estate interests	1.80	1,161.00
11/27/2018	Winnie Wu	Correspond with S. Maza, M. Comerford, A. Tenzer, L. Plaskon and D. Cash regarding filed pleadings; review all filed pleadings for critical dates; correspond with S. Maza and M. Comerford regarding reference materials for November 27 hearing; prepare reference materials for November 27 hearing	1.90	332.50
11/28/2018	Derek D. Cash	Research regarding substantial contribution	0.20	129.00
11/28/2018	Jocelyn Kuo	Correspond with W. Wu regarding substantial contribution precedent research	0.20	86.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/28/2018	Shlomo Maza	Reply to emails from A. Tenzer and L. Plaskon regarding substantial contribution; confer with L. Plaskon and L. Despina regarding same; further confer with L. Plaskon regarding same; confer with D. Cash regarding research regarding substantial contribution; review same; review precedent regarding 503(b)(3)(B) motions	3.70	3,274.50
11/28/2018	Winnie Wu	Review substantial contribution motions for S. Maza	1.20	210.00
11/29/2018	Andrew V. Tenzer	Calls and correspondence with S. Maza and L. Plaskon regarding substantial contribution	1.00	1,250.00
11/29/2018	Derek D. Cash	Supplemental research regarding substantial contribution	1.20	774.00
11/29/2018	Derek D. Cash	Research regarding substantial contribution	2.30	1,483.50
11/29/2018	Derek D. Cash	Research regarding administrative claim	1.60	1,032.00
11/29/2018	Jocelyn Kuo	Correspond with W. Wu regarding substantial contribution precedent research	0.20	86.00
11/29/2018	Shlomo Maza	Research regarding substantial contribution; review precedent regarding same; draft motion regarding same; confer with D. Cash regarding substantial contribution research and reliance issues; confer with L. Plaskon regarding motion and DIP issues; research regarding admin expenses and Reading; email L. Plaskon regarding same; confer with D. Cash regarding research project in connection with same	8.80	7,788.00
11/29/2018	Winnie Wu	Review substantial contribution motions for S. Maza	0.90	157.50
11/30/2018	Derek D. Cash	Research regarding Reading exception	0.50	322.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/30/2018	Shlomo Maza	Research regarding reliance in connection with substantial contribution motion; call with T. Breems regarding RE review in connection with same; email C. Ross and A. Hurley; regarding lien search in connection with same; call with C. Ross regarding same; call with A. Hurley regarding term sheet timing issues and lien searches; prepare substantial contribution motion; email L. Plaskon and A. Tenzer regarding same; call with L. Plaskon regarding same	5.50	4,867.50
11/30/2018	Timothy Breems	Confer with S. Maza to review and analyze real estate diligence performed in connection with motion for substantial contribution	0.20	129.00
11/30/2018	Timothy Breems	Prepare summary of real estate diligence performed to be used in motion for substantial contribution	0.50	322.50
12/02/2018	Andrew V. Tenzer	Review substantial contribution motion	0.70	875.00
12/03/2018	Andrew V. Tenzer	Review and revise substantial contribution motion; call with client regarding same	1.50	1,875.00
12/03/2018	Derek D. Cash	Research regarding Reading exception	0.90	580.50
12/03/2018	Leslie A. Plaskon	Review and revise Substantial Contribution application	1.30	1,755.00
12/03/2018	Shlomo Maza	Call with A. Tenzer and L. Plaskon regarding substantial contribution motion; email K. Logue regarding possible claims in connection with same; confer with K. Logue regarding same; email L. Plaskon and A. Tenzer regarding same; research regarding 503(b)(4); confer with A. Tenzer regarding same; further research regarding same; email A. Tenzer regarding same	5.00	4,425.00
12/04/2018	Andrew V. Tenzer	Review and revise substantial contribution motion; call with client regarding same	2.00	2,500.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/04/2018	Shlomo Maza	Call with B. Louzan, M. Shields, A. Tenzer, and L. Plaskon regarding substantial contribution motion; review timeline from M. Shields; revise motion to incorporate comments from L. Plaskon and A. Tenzer; confer with L. Plaskon regarding same; review caselaw from K. Logue regarding contract claims; research remedies in connection with same; email A. Tenzer and L. Plaskon regarding same	7.30	6,460.50
12/05/2018	Andrew V. Tenzer	Meeting with PH team regarding substantial contribution motion; call with client and PH teams regarding same; review and revise same plus motion to shorten	1.20	1,500.00
12/05/2018	Derek D. Cash	Research regarding affidavit	0.80	516.00
12/05/2018	Derek D. Cash	Research regarding claims	0.30	193.50
12/05/2018	Shlomo Maza	Research regarding 503(b) and advisor fees; confer with L. Plaskon regarding comments to substantial contribution motion; revise same; review substantial contribution precedent; call with L. Despina regarding 503(b) research; call with L. Plaskon regarding possible causes of action; confer with D. Cash regarding Reading research; prepare declarations in support of substantial contribution motion; revise motion to incorporate comments from B. Louzan and J. Ahn; email A. Tenzer regarding same	7.30	6,460.50
12/05/2018	Winnie Wu	Correspond with S. Maza regarding December 20, 2018 omnibus hearing	0.10	17.50
12/06/2018	Andrew V. Tenzer	Meeting with PH team regarding substantial contribution motion; call with client and PH teams regarding same; review and revise same plus motion to shorten	3.20	4,000.00
12/06/2018	Derek D. Cash	Supplemental research	2.40	1,548.00
12/06/2018	Derek D. Cash	Research regarding claims	1.70	1,096.50
12/06/2018	Derek D. Cash	Research regarding claims	1.90	1,225.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/06/2018	Shlomo Maza	Confer with L. Plaskon, L. Despina, and A. Tenzer regarding substantial contribution motion; confer with A. Tenzer regarding DIP hearing transcript; prepare declaration in connection with same; revise same to incorporate comments from A. Tenzer, J. Ahn and B. Louzan; emails with B. Louzan regarding DIP timing in connection with declaration; revise motion to incorporate comments from A. Tenzer; reply to email from A. Tenzer regarding declaration vs. affidavit; confer with D. Cash regarding same; emails with B. Louzan regarding expenses; review RDD procedures regarding motion to seal; prepare motion to seal in connection with substantial contribution motion; redact motion and declaration; research regarding motion to seal	6.60	5,841.00
12/06/2018	Shlomo Maza	Revise substantial contribution motion to incorporate comments	0.80	708.00
12/06/2018	Shlomo Maza	Call with L. Plaskon and A. Tenzer and GACP regarding substantial contribution motion	0.60	531.00
12/06/2018	Shlomo Maza	Emails with A. Tenzer and L. Plaskon regarding filing status; confer with J. Kuo regarding filing issues; finalize substantial contribution motion for filing	1.10	973.50
12/07/2018	Alex Bongartz	Review draft application for allowance of administrative expense and related pleadings; telephone conferences with S. Maza regarding same; correspond with S. Maza and L. Plaskon regarding same	1.30	1,560.00
12/07/2018	Andrew V. Tenzer	Correspondence regarding filing of substantial contribution motion and review revised version of same; call with Weil, PH regarding same; follow up correspondence regarding same	2.50	3,125.00

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/07/2018	Shlomo Maza	Call with S. Singh (Weil), L. Plaskon, and A. Tenzer regarding substantial contribution motion; prepare motion to shorten regarding same; email A. Tenzer regarding same; revise same; call with L. Plaskon regarding filing motion; revise same to incorporate comments from L. Despina; email A. Tenzer regarding open issues in connection with motion; call with A. Bongartz regarding same	3.00	2,655.00
12/09/2018	Andrew V. Tenzer	Correspondence regarding filing of substantial contribution motion and review revised version of same	0.50	625.00
12/09/2018	Shlomo Maza	Revise motion to shorten; email A. Tenzer and L. Plaskon regarding same; revise substantial contribution motion to incorporate L. Despina comments; email L. Despina, A. Tenzer and L. Plaskon regarding same; finalize motion and motion to shorten for filing; calls with J. Kuo regarding same	1.40	1,239.00
12/10/2018	Andrew V. Tenzer	Call with P. Schwartzberg regarding substantial contribution motion; correspondence with S. Maza and L. Plaskon regarding same	0.30	375.00
12/10/2018	Shlomo Maza	Research regarding allowability of fees under 503(b)(4)	1.50	1,327.50
<b>Total</b>			<b>2,119.90</b>	<b>1,965,357.50</b>

**Timekeeper Summary**

Leslie A. Plaskon	218.80	hours at	\$1,350.00
Andrew V. Tenzer	130.10	hours at	\$1,250.00
Eric R. Keller	14.20	hours at	\$1,225.00
Derek V. Roth	0.50	hours at	\$1,200.00
Alan W. Weakland	0.30	hours at	\$1,200.00
Thomas R. Mounteer	13.80	hours at	\$1,200.00
Bradley V. Ritter	150.00	hours at	\$1,150.00
Michael E. Comerford	153.50	hours at	\$1,200.00
Alex Bongartz	1.30	hours at	\$1,200.00

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Lawrence D. Kaplan	0.80	hours at	\$1,200.00
Christopher G. Ross	115.10	hours at	\$1,100.00
Jennifer Garrett	15.00	hours at	\$980.00
Amy Lawrence	6.30	hours at	\$980.00
Vincent Buchler	5.00	hours at	\$980.00
Todd M. Schneider	4.50	hours at	\$980.00
Michelle Sassounian Yadegar	40.80	hours at	\$980.00
Todd J. Fieldston	47.80	hours at	\$925.00
Irina Marinescu	3.50	hours at	\$890.00
Max Patinkin	30.00	hours at	\$885.00
Shlomo Maza	182.80	hours at	\$885.00
Theresa S. Clark	35.20	hours at	\$885.00
Matthew C. Sheehan	15.10	hours at	\$885.00
Sarah Farhadian	14.70	hours at	\$885.00
Adam D. Rose	75.80	hours at	\$840.00
Daniel M. Liebowitz	7.00	hours at	\$840.00
David P. Stanek	26.40	hours at	\$840.00
William J. Son	29.20	hours at	\$840.00
Steve Serna	18.80	hours at	\$840.00
Lauren-Kelly E. D. Greenbacker	0.60	hours at	\$840.00
Mark S. Rutter	21.40	hours at	\$840.00
Geoffrey Zee	27.00	hours at	\$775.00
Andrew Hurley	143.00	hours at	\$710.00
Jamie L. Tran	32.40	hours at	\$710.00
Roxanne M. Thrapp	27.30	hours at	\$645.00
Ashik Shah	18.70	hours at	\$645.00
Justin Orr	53.70	hours at	\$645.00
Eliana Vivier	21.10	hours at	\$645.00
Nancy Zambrana	25.60	hours at	\$645.00
Timothy Breems	112.00	hours at	\$645.00
Victoria Kim	18.00	hours at	\$645.00
Allan Warner	9.10	hours at	\$645.00
Joseph Camp	9.40	hours at	\$645.00

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Lindsey Smith	20.20	hours at	\$645.00
Derek D. Cash	33.40	hours at	\$645.00
Eli Ort	4.80	hours at	\$570.00
Jenna E. Carroll	2.70	hours at	\$570.00
Abigail R. Siegel	12.90	hours at	\$570.00
Tiara Goldberger	15.30	hours at	\$570.00
James Pesavento	5.90	hours at	\$570.00
Robin Swartz	36.00	hours at	\$850.00
Jill A. Ames	9.50	hours at	\$590.00
Sunny E. Lee	48.30	hours at	\$455.00
Alana Gramer	4.40	hours at	\$430.00
Jocelyn Kuo	6.10	hours at	\$430.00
Judy Kim	13.30	hours at	\$390.00
Felicia L. Holley	17.80	hours at	\$470.00
Elizabeth Elliott	0.50	hours at	\$335.00
Irene Chang	0.40	hours at	\$295.00
Winnie Wu	12.80	hours at	\$175.00

**Costs incurred and advanced**

Taxi/Ground Transportation	345.00
Local - Meals	715.63
Local - Taxi	1,013.01
Court Reporting Services	144.00
Vendor Expense	140.00
Computer Search (Other)	136.08
Reproduction Charges (Color)	4,449.00
Westlaw	5,561.10
Reproduction Charges	1,293.76
Local - Tips	40.00
UPS/Courier Service	38.46
Certified Copies of Documents	10.00
Postage/Express Mail	43.67
<b>Total Costs incurred and advanced</b>	<b>\$13,929.71</b>

**EXHIBIT C**  
**Revised Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
:  
In re: :  
:  
: Chapter 11  
SEARS HOLDING CORPORATION, *et al.*, :  
:  
: Case No. 18-23538-RDD  
Debtors.<sup>1</sup> : (Jointly Administered)  
----- X

**ORDER GRANTING APPLICATION OF GA CAPITAL FOR ALLOWANCE AND  
PAYMENT OF FEES AND EXPENSES PURSUANT TO BANKRUPTCY CODE  
SECTIONS 503(b)(3)(D) AND 503(b)(4)**

Upon consideration of the *Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Sections 503(b)(3)(D) and 503(b)(4)* (the “Application”)<sup>2</sup> for payment of the Requested Fees incurred by GA Capital in making a substantial contribution in the Chapter 11 Cases, all as more fully described in the Application, together with the *Supplemental Declaration of Robert Louzan in Support of Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Section*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized term used but not otherwise defined herein shall have the meanings given to such terms in the Application.

*503(b)(3)(D) and 503(b)(4) and the Declaration of Leslie A. Plaskon in Support of Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Section 503(b)(3)(D) and 503(b)(4);* and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided and no further notice being required; and upon the Court's review of the Application and all responses thereto; and upon the Court's determination that the legal and factual bases set forth in the Application establish just cause for the relief requested therein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Application is GRANTED.
2. GA Capital shall have an allowed administrative expense claim under Bankruptcy Code Sections 503(b)(3)(D) and 503(b)(4) in the amount of \$2,134,897.04 (the "Substantial Contribution Claim").
3. The Debtors shall pay the Substantial Contribution Claim within five business days of the entry of this order.
4. This Court shall retain exclusive jurisdiction to hear and decide all matters arising from or related to this order.

Dated: December \_\_\_\_, 2018  
White Plains, New York

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT D**  
**Revised Proposed Order – Redline**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
:  
In re: :  
:  
SEARS HOLDING CORPORATION, *et al.*, : Chapter 11  
:  
Debtors.<sup>1</sup> : Case No. 18-23538-RDD  
: (Jointly Administered)  
----- X

**ORDER GRANTING APPLICATION OF GA CAPITAL FOR ALLOWANCE AND  
PAYMENT OF FEES AND EXPENSES PURSUANT TO BANKRUPTCY CODE  
SECTIONS 503(b)(3)(D) AND 503(b)(4)**

Upon consideration of the *Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Sections 503(b)(3)(D) and 503(b)(4)* (the “Application”)<sup>2</sup> for payment of the Requested Fees incurred by GA Capital in making a substantial contribution in the Chapter 11 Cases, all as more fully described in the Application, together with the Supplemental Declaration of Robert Louzan in Support of Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Section

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized term used but not otherwise defined herein shall have the meanings given to such terms in the Application.

503(b)(3)(D) and 503(b)(4) and the Declaration of Leslie A. Plaskon in Support of Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Section 503(b)(3)(D) and 503(b)(4); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided and no further notice being required; and upon the Court's review of the Application and all responses thereto; and upon the Court's determination that the legal and factual bases set forth in the Application establish just cause for the relief requested therein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Application is GRANTED.
2. GA Capital shall have an allowed administrative expense claim under Bankruptcy Code Sections 503(b)(3)(D) and 503(b)(4) in the amount of ~~the Requested Fees~~ \$2,134,897.04 (the "Substantial Contribution Claim").
3. The Debtors shall pay the Substantial Contribution Claim within five business days of the entry of this order.
4. This Court shall retain exclusive jurisdiction to hear and decide all matters arising from or related to this order.

Dated: December \_\_\_\_, 2018  
White Plains, New York

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE